

MORGAN STANLEY DEAN WITTER EMERGING MARKETS DEBT FUND INC  
Form N-CSR  
March 08, 2005

[ANNOTATED FORM N-CSR FOR ANNUAL REPORTS]

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM N-CSR

CERTIFIED SHAREHOLDER REPORT OF REGISTERED  
MANAGEMENT INVESTMENT COMPANIES

Investment Company Act file  
number: 811-07694

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Morgan Stanley Emerging Markets Debt Fund, Inc.

-----  
(Exact name of registrant as specified in charter)

1221 Avenue of the America's 22nd Floor New York, NY 10020

-----  
(Address of principal executive offices)

(Zip code)

Ronald E. Robison

1221 Avenue of the Americas, 33rd Floor New York, New York 10020

-----  
(Name and address of agent for service)

Registrant's telephone number, including area  
code: 1-800-221-6726

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Date of fiscal year  
end: 12/31

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Date of reporting  
period: 12/31/04

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Form N-CSR is to be used by management investment companies to file reports with the Commission not later than 10 days after the transmission to stockholders of any report that is required to be transmitted to stockholders under Rule 30e-1 under the Investment Company Act of 1940 (17 CFR 270.30e-1). The Commission may use the information provided on Form N-CSR in its regulatory, disclosure review, inspection, and policymaking roles.

A registrant is required to disclose the information specified by Form N-CSR, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-CSR unless the Form displays a currently valid Office of Management and Budget ("OMB") control number. Please direct comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to Secretary, Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549-0609. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. Section 3507.

ITEM 1. REPORTS TO STOCKHOLDERS.

The Fund's annual report transmitted to shareholders pursuant to Rule 30e-1 under the Investment Company Act of 1940 is as follows:

2004 ANNUAL REPORT

DECEMBER 31, 2004

[MORGAN STANLEY LOGO]

MORGAN STANLEY  
EMERGING MARKETS DEBT FUND, INC.

MORGAN STANLEY  
INVESTMENT MANAGEMENT INC.  
INVESTMENT ADVISER

MORGAN STANLEY EMERGING MARKETS DEBT FUND, INC.

Overview

LETTER TO STOCKHOLDERS

PERFORMANCE

For the year ended December 31, 2004, the Fund had a total return, based on net asset value per share of 11.24%, net of fees, compared to 11.73% for the J.P. Morgan Emerging Markets Bond Global Index (the "Index"). On December 31, 2004, the closing price of the Fund's shares on the New York Stock Exchange was \$9.61, representing a 7.5% discount to the Fund's net asset value per share.

FACTORS AFFECTING PERFORMANCE

- In sharp contrast to the relatively gloomy end-2003 market expectations, 2004 turned out to be a surprisingly good year for emerging markets debt (EMD). The largely anticipated impact of higher global interest rates on global liquidity and hence on credit products in general and EMD in particular did not materialize, as interest rates in the U.S. increased in line with market expectations. Interest rates rose across the shorter end of the yield curve as the U.S. economy grew at a healthy 4% pace without generating significant inflationary pressures. Longer-term interest rates remained stable. Furthermore, the surprisingly orderly depreciation of the U.S. dollar did not disrupt markets despite the magnitude of its decline.
- EMD spreads compressed to new absolute lows in 2004 reflecting the asset class' higher average rating, continued large inflows from strategic investors, a supportive environment for credit product and fundamental improvements in most of the countries that constitute the EMD investable universe. The abundance of financial market liquidity greatly benefited emerging economies, lifting EMD in spite of tight absolute valuations at the beginning of the year. High global growth, low global interest rates, high commodity prices and a weak U.S. dollar together with a

marked improvement in the quality of economic management proved to be a powerful mix. Despite the historically low spread level for the Index, EMD remains cheap relative to comparable corporate credits. In fact, BBB, BB and B credits in EMD are about 60, 160 and 100 basis points wider, respectively, than comparable corporate credits in the U.S.

- In addition, most emerging economies took advantage of the expansionary global cycle to strengthen their external and fiscal accounts and reduce (and/or improve the composition and duration) their net external liabilities, while benefiting from high growth and low unemployment at home. The export-led growth trickled down to the domestic economy helping to appease social and political pressures in most emerging countries.
- The benign international environment benefited high beta credits that were in distress at the end of 2003, including Uruguay (+ 34%), the Dominican Republic (+27%) and Argentina (+19.8%). High oil prices lifted Venezuela's bonds by 23% and Ecuador's debt by 21%. Among the largest countries, Brazil returned 14.33%, Russia 11.51% and Mexico 8.56%. Turkey (+ 10%), benefited from cautious policies and the European Union invitation to start accession negotiation on October 3, 2005. Investment grade emerging market credits lagged the market during 2004, returning 8.8%, while the overall Index returned 11.7%.
- Performance for 2004 was negatively impacted by the Fund's more defensive positioning relative to its benchmark during the second and third quarters. The Fund's management team emphasized defensive credits and deemphasized bonds of countries dependant on ample global liquidity conditions. Unfortunately, weaker than expected U.S. economic data and the perception that the U.S. Federal Reserve would slow down the pace of interest rate hikes, had the effect of increasing investor risk appetite throughout the summer months. Lower-rated credits such as Brazil, Turkey and Venezuela led the advance during July and August and handily outperformed the market. An underweight in Brazil during the second quarter detracted from the Fund's relative returns. Brazilian bonds rose more than 14% between the end of May and the end of August, as strong economic data in Brazil helped drive spreads back toward their low point for the year. The Fund's underweight in Uruguayan and Venezuelan debt also adversely impacted relative performance. The Fund's overweights in Turkish local currency debt aided relative performance during the fourth quarter, as did overweights in select distressed credits in Mexico and Indonesia.

#### MANAGEMENT STRATEGIES

- We believe next year is likely to benefit from the last leg of the current global expansionary cycle. We expect 2005 to deliver an above-trend global real gross domestic product growth rate, albeit at a somewhat lower level than in 2004. Consequently, we expect a respectable growth rate in trade volumes (albeit lower than in 2004) and relatively stable commodity prices (from a high base in 2004). We also expect global real interest rates to remain below their historical average (albeit slightly positive in contrast with negative real rates in 2004), in spite of the expected hikes in policy rates in the U.S. As such, global liquidity will most likely remain abundant in 2005. We are relatively agnostic vis-a-vis the U.S. dollar as there are powerful offsetting forces playing against each other.

Overview

LETTER TO STOCKHOLDERS (CONT'D)

- In all, we expect benign external conditions to continue supporting emerging countries in 2005, which together with cautious financial policies could result in a further improvement in macro-economic fundamentals and payment capacity. Nonetheless, there are several risks to our otherwise benign external 2005 outlook. First, inflationary pressures are building up in the U.S. and there is a risk that investors may adjust their expectations about the likely pace and magnitude of interest rate hikes--just as they did in April/May 2004--particularly if the Fed is perceived to be behind the curve. Second, the large fiscal and external imbalances in the U.S. economy pose a risk to what so far has been an orderly (and hence beneficial) depreciation of the U.S. dollar. We believe sharp movements in interest and exchange rates in the U.S. could adversely affect risk taking, global growth, capital flows, trade flows and commodity prices.
  
- We believe that a cautious management of interest rate risk together with selective allocation of resources in countries that still offer fundamental value will be the best strategy to maximize returns in 2005. We also believe that certain local markets, which have yet to fully reflect the ongoing improvement in economic fundamentals, may provide good investment opportunities in 2005.

Sincerely,

/s/ Ronald E. Robison

Ronald E. Robison  
 Executive Vice President--  
 Principal Executive Officer

January 2005

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MORGAN STANLEY EMERGING MARKETS DEBT FUND, INC.

December 31, 2004

PORTFOLIO OF INVESTMENTS  
 (SHOWING PERCENTAGE OF TOTAL VALUE OF INVESTMENTS)

	FACE AMOUNT (000)	VALUE (000)
-----		
DEBT INSTRUMENTS (100.0%)		
ARGENTINA (3.9%)		
SOVEREIGN (3.9%)		
Republic of Argentina		
6.00%, 3/31/23	\$ (a) 1,724	\$ 983
11.375%, 3/15/10-1/30/17	(a) 2,599	897
11.75%, 4/7/09-6/15/15	(a) 11,850	4,087

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12.125%, 5/21/05	(a)	1,500	475
Republic of Argentina (Linked Variable Rate)			
100.744%, 4/10/05	(a) (b)	7,090	2,836
			9,278
=====			
BRAZIL (17.0%)			
SOVEREIGN (17.0%)			
Federative Republic of Brazil			
3.063%, 4/15/24	(b)	5,280	4,884
6.00%, 4/15/24	(b)	1,490	1,386
8.00%, 4/15/14	(c)	8,289	8,491
8.875%, 4/15/24		4,435	4,612
10.50%, 7/14/14		3,920	4,655
11.00%, 8/17/40		4,700	5,583
14.50%, 10/15/09		8,360	11,189
			40,800
=====			
BULGARIA (1.7%)			
SOVEREIGN (1.7%)			
Republic of Bulgaria			
8.25%, 1/15/15		1,699	2,132
Republic of Bulgaria (Registered)			
8.25%, 1/15/15		1,490	1,870
			4,002
=====			
CHILE (1.9%)			
CORPORATE (1.9%)			
Empresa Nacional de Petroleo			
6.75%, 11/15/12	(d)	4,170	4,646
=====			
COLOMBIA (3.8%)			
SOVEREIGN (3.8%)			
Republic of Colombia			
9.75%, 4/9/11		2,833	3,272
10.375%, 1/28/33		1,750	2,030
11.75%, 2/25/20		3,015	3,889
			9,191
=====			
ECUADOR (1.3%)			
SOVEREIGN (1.3%)			
Republic of Ecuador			
8.00%, 8/15/30	\$ (e)	3,690	\$ 3,201
=====			
INDIA (0.0%)			
CORPORATE (0.0%)			
Surashtra Cement and Chemical Ltd.			
19.00% (expired maturity) INR	(a) (f)	30,000	@--
=====			
INDONESIA (2.7%)			
CORPORATE (2.7%)			
Pindo Deli Finance (Mauritius)			
10.75%, 10/1/07	\$ (a) (d)	11,610	3,657
Tjiwi Kimia Finance Mauritius Ltd.			
10.00% (expired maturity)	(a)	2,130	884
Tjiwi Kimia International Global Bond			
13.25% (expired maturity)	(a)	4,990	2,021
			6,562

=====		
IVORY COAST (0.2%)		
SOVEREIGN (0.2%)		
Republic of Ivory Coast		
2.00%, 3/29/18	(a) 2,045	363
=====		
MALAYSIA (1.8%)		
SOVEREIGN (1.8%)		
Government of Malaysia		
8.75%, 6/1/09	3,740	4,441
=====		
MEXICO (20.8%)		
CORPORATE (7.9%)		
Pemex Project Funding Master Trust		
3.79%, 6/15/10	(b) (d) 4,250	4,371
9.125%, 10/13/10	4,040	4,854
Petroleos Mexicanos		
9.50%, 9/15/27	4,650	5,861
Petroleos Mexicanos (Registered)		
8.625%, 12/1/23	1,740	2,020
Satelites Mexicanos SA de CV, 'B'		
10.125%, (expired maturity)	(a) 3,343	1,856
		-----
		18,962
-----		

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THE FINANCIAL STATEMENTS.

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MORGAN STANLEY EMERGING MARKETS DEBT FUND, INC.

December 31, 2004

PORTFOLIO OF INVESTMENTS (CONT'D)  
(SHOWING PERCENTAGE OF TOTAL VALUE OF INVESTMENTS)

	FACE AMOUNT (000)	VALUE (000)
-----		
MEXICO (CONT'D)		
SOVEREIGN (12.9%)		
United Mexican States		
8.00%, 9/24/22	\$ 1,200	\$ 1,387
8.125%, 12/30/19	4,180	4,916
8.30%, 8/15/31	2,170	2,549
8.375%, 1/14/11	(c) 10,210	12,017
10.375%, 2/17/09	3,430	4,202
11.50%, 5/15/26	3,939	6,036
		-----
		31,107
		-----
		50,069
=====		
NIGERIA (1.2%)		
SOVEREIGN (1.2%)		

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Central Bank of Nigeria Par Bond 6.25%, 11/15/20	(e) 3,000	2,835
=====		
PANAMA (3.2%)		
SOVEREIGN (3.2%)		
Republic of Panama		
8.875%, 9/30/27	2,150	2,376
9.375%, 4/1/29	1,890	2,230
9.625%, 2/8/11	1,870	2,216
10.75%, 5/15/20	710	926
-----		
		7,748
=====		
PERU (2.4%)		
SOVEREIGN (2.4%)		
Republic of Peru		
4.50%, 3/7/17	(b) 1,700	1,590
8.375%, 5/3/16	1,610	1,811
9.875%, 2/6/15	1,965	2,417
-----		
		5,818
=====		
PHILIPPINES (3.4%)		
SOVEREIGN (3.4%)		
Republic of Philippines		
8.875%, 3/17/15	8,060	8,080
=====		
QATAR (0.8%)		
SOVEREIGN (0.8%)		
State of Qatar (Registered)		
9.75%, 6/15/30	1,260	1,833
=====		
RUSSIA (19.2%)		
SOVEREIGN (19.2%)		
Aries Vermoegensverwaltungs GmbH		
9.60%, 10/25/14	4,250	5,249
Russian Federation		
5.00%, 3/31/30	(d) (e) 4,684	4,848
Russian Federation (Registered)		
5.00%, 3/31/30	\$ (e) 5,315	\$ 5,501
8.25%, 3/31/10	3,820	4,230
11.00%, 7/24/18	7,051	9,801
12.75%, 6/24/28	10,080	16,481
-----		
		46,110
=====		
TUNISIA (0.4%)		
SOVEREIGN (0.4%)		
Banque Centrale de Tunisie		
7.375%, 4/25/12	750	861
=====		
TURKEY (8.4%)		
SOVEREIGN (8.4%)		
Citigroup Global Markets Holdings, Inc. (Turkish Lira Index Linked)		
Zero Coupon, 2/23/06	2,210	2,689
Zero Coupon, 2/23/06	4,680	5,824
Zero Coupon, 2/23/06	1,690	2,178
Republic of Turkey		
11.00%, 1/14/13	4,770	6,093
11.50%, 1/23/12	2,700	3,483
-----		

20,267

=====		
UKRAINE (1.1%)		
SOVEREIGN (1.1%)		
Republic of Ukraine		
5.33%, 8/5/09	(b) 2,480	2,623
=====		
VENEZUELA (4.8%)		
SOVEREIGN (4.8%)		
Republic of Venezuela		
8.50%, 10/8/14	1,510	1,605
9.25%, 9/15/27	1,480	1,565
9.375%, 1/13/34	2,380	2,524
10.75%, 9/19/13	4,890	5,868
-----		
		11,562
=====		
TOTAL DEBT INSTRUMENTS		
(Cost \$227,132)		240,290
=====		

	NO. OF WARRANTS	
-----		
WARRANTS (0.0%)		
NIGERIA (0.0%)		
Central Bank of Nigeria,		
expiring 11/15/20	(f) (g) 8,750	@--
=====		

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THE FINANCIAL STATEMENTS.

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MORGAN STANLEY EMERGING MARKETS DEBT FUND, INC.

December 31, 2004

PORTFOLIO OF INVESTMENTS (CONT'D)  
(SHOWING PERCENTAGE OF TOTAL VALUE OF INVESTMENTS)

	NO. OF WARRANTS	VALUE (000)
-----		
VENEZUELA (0.0%)		
Republic of Venezuela Oil-Linked		
Payment Obligation, expiring		
4/15/20	(g) 11,350	\$ @--
=====		
TOTAL WARRANTS		
(Cost \$@--)		@--
=====		
TOTAL INVESTMENTS (100.0%)		
(Cost \$227,132)		240,290



LIABILITIES IN EXCESS OF OTHER ASSETS	(11,246)
NET ASSETS	\$ 229,044

- (a) Security is in default.
  - (b) Variable/Floating Rate Security -- Interest rate changes on these instruments are based on changes in designated base rates. The rates shown are those in effect on December 31, 2004.
  - (c) Denotes all or a portion of securities subject to repurchase under the Reverse Repurchase Agreements as of December 31, 2004. See note A-3 to financial statements.
  - (d) 144A Security - Certain conditions for public sale may exist. Unless otherwise noted, these securities are deemed to be liquid.
  - (e) Step Bond - Coupon rate increases in increments to maturity. Rate disclosed is as of December 31, 2004. Maturity date disclosed is ultimate maturity.
  - (f) Security was valued at fair value - At December 31, 2004, the Fund held fair-valued securities, each valued at less than \$500, representing less than 0.05% of net assets.
  - (g) Non-income producing security.
- @ Face Amount/Value is less than \$500.

FUTURES CONTRACTS:

The Fund had the following futures contract(s) open at period end:

	NUMBER OF CONTRACTS	VALUE (000)	EXPIRATION DATE	NET UNREALIZED APPRECIATION (DEPRECIATION) (000)
SHORT:				
5 Year U.S. Treasury Note	512	\$ 56,080	March-05	\$ 31

GRAPHIC PRESENTATION OF PORTFOLIO HOLDINGS

The following graph depicts the Fund's holdings by country, as a percentage of total investments.

[CHART]

Mexico	20.8%
Russia	19.2%
Brazil	17.0%

Turkey	8.4%
Venezuela	4.8%
Argentina	3.9%
Colombia	3.8%
Philippines	3.4%
Panama	3.2%
Other*	15.5%

\* Countries which do not appear in the top 10 Countries, as well as those which represent less than 3% of total investments, if applicable, are included in the category labeled "Other".

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THE FINANCIAL STATEMENTS.

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MORGAN STANLEY EMERGING MARKETS DEBT FUND, INC.

Financial Statements

STATEMENT OF ASSETS AND LIABILITIES

-----  
 ASSETS:

Investments, at Value (Cost \$227,132)  
 Interest Receivable  
 Due from Broker  
 Foreign Currency, at Value (Cost \$54)  
 Other Assets

-----  
 TOTAL ASSETS  
 =====

LIABILITIES:

Payable For:  
 Reverse Repurchase Agreements  
 Dividends Declared  
 Bank Overdraft  
 Investment Advisory Fees  
 Directors' Fees and Expenses  
 Custodian Fees  
 Administration Fees  
 Other Liabilities

-----  
 TOTAL LIABILITIES  
 =====

NET ASSETS

Applicable to 22,046,681, Issued and Outstanding \$0.01  
 Par Value Shares (100,000,000 Shares Authorized)

-----  
 NET ASSET VALUE PER SHARE  
 =====

NET ASSETS CONSIST OF:

Common Stock  
 Paid-in Capital  
 Undistributed (Distributions in Excess of) Net Investment Income

Accumulated Net Realized Gain (Loss)  
Unrealized Appreciation (Depreciation) on Investments, Foreign Currency Translations, and Futures  
Contracts

-----  
NET ASSETS  
=====

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THE FINANCIAL STATEMENTS.

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MORGAN STANLEY EMERGING MARKETS DEBT FUND, INC.

Financial Statements

STATEMENT OF OPERATIONS

-----  
INVESTMENT INCOME  
Interest (Net of \$3 Foreign Taxes Withheld)

=====

EXPENSES

- Investment Advisory Fees (Note B)
- Interest Expense on Reverse Repurchase Agreements
- Administration Fees (Note C)
- Professional Fees
- Custodian Fees (Note D)
- Stockholder Reporting Expenses
- Bank Overdraft Expense
- Stockholder Servicing Agent
- Directors' Fees and Expenses
- Other Expenses

=====

TOTAL EXPENSES

-----  
Waiver of Administration Fees (Note C)

-----  
NET EXPENSES

=====

NET INVESTMENT INCOME

-----  
NET REALIZED GAIN (LOSS) ON:  
Investments  
Futures

=====

NET REALIZED GAIN (LOSS)

-----  
CHANGE IN UNREALIZED APPRECIATION (DEPRECIATION) ON:  
Investments  
Foreign Currency Translations  
Futures

=====

CHANGE IN UNREALIZED APPRECIATION (DEPRECIATION)

=====

NET REALIZED GAIN (LOSS) AND CHANGE IN UNREALIZED APPRECIATION (DEPRECIATION)

NET INCREASE (DECREASE) IN NET ASSETS RESULTING FROM OPERATIONS

STATEMENT OF CHANGES IN NET ASSETS

YE  
DECEMBER

INCREASE (DECREASE) IN NET ASSETS

Operations:

Net Investment Income	\$
Net Realized Gain (Loss)	
Change in Unrealized Appreciation (Depreciation)	

NET INCREASE (DECREASE) IN NET ASSETS RESULTING FROM OPERATIONS

Distributions from and/or in Excess of:

Net Investment Income

TOTAL INCREASE (DECREASE)

Net Assets:

Beginning of Period

END OF PERIOD (INCLUDING UNDISTRIBUTED (DISTRIBUTIONS IN EXCESS OF) NET INVESTMENT INCOME OF \$(1,242) AND \$(523), RESPECTIVELY)	\$
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THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THE FINANCIAL STATEMENTS.

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MORGAN STANLEY EMERGING MARKETS DEBT FUND, INC.

Financial Statements

STATEMENT OF CASH FLOWS

CASH FLOWS FROM OPERATING ACTIVITIES:

Proceeds from Sales and Maturities of Long-Term Investments  
Purchases of Long-Term Investments  
Net Realized Gain (Loss) on Futures Contracts  
Net Investment Income

ADJUSTMENTS TO RECONCILE NET INVESTMENT INCOME TO NET CASH PROVIDED (USED) BY OPERATING ACTIVITIES:

Net (Increase) Decrease in Receivables Related to Operations  
Net Increase (Decrease) in Payables Related to Operations  
Accretion/Amortization of Discounts and Premiums

-----  
 Net Cash Provided (Used) by Operating Activities  
 -----

CASH FLOWS FROM FINANCING ACTIVITIES:

Cash Received for Reverse Repurchase Agreements  
 Cash Paid for Reverse Repurchase Agreements  
 Cash Distributions Paid  
 -----

Net Cash Provided (Used) for Financing Activities  
 -----

Net Increase (Decrease) in Cash

CASH AT BEGINNING OF PERIOD  
 -----

CASH AT END OF PERIOD  
 =====

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THE FINANCIAL STATEMENTS.

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MORAN STANLEY EMERGING MARKETS DEBT FUND, INC.

Financial Highlights

SELECTED PER SHARE DATA AND RATIOS

	YEAR ENDED DEC		
	2004	2003	2002
NET ASSET VALUE, BEGINNING OF PERIOD	\$ 10.24	\$ 8.45	\$ 8.00
Net Investment Income	0.83+	0.77+	0.00
Net Realized and Unrealized Gain (Loss) on Investments	0.19	1.77	0.00
Total from Investment Operations	1.02	2.54	0.00
Distributions from and/or in Excess of:			
Net Investment Income	(0.87)	(0.75)	(0.00)
NET ASSET VALUE, END OF PERIOD	\$ 10.39	\$ 10.24	\$ 8.00
PER SHARE MARKET VALUE, END OF PERIOD	\$ 9.61	\$ 9.76	\$ 7.00
TOTAL INVESTMENT RETURN:			
Market Value	7.95%	40.21%	11.00%
Net Asset Value (1)	11.24%	31.44%	11.00%

RATIOS, SUPPLEMENTAL DATA:

NET ASSETS, END OF PERIOD (THOUSANDS)	\$ 229,044	\$ 225,784	\$ 186,300
Ratio of Expenses to Average Net Assets	1.22%	1.25%	1.00%
Ratio of Expenses Excluding Interest			
Expense to Average Net Assets	1.16%	1.20%	1.00%
Ratio of Net Investment Income to Average Net Assets	8.18%	8.04%	8.00%
Portfolio Turnover Rate	118%	187%	100%

-----  
 Ratios Before Expenses Waived by Administrator:

Ratio of Expenses to Average Net Assets	1.23%	N/A	N
Ratio of Net Investment Income to Average Net Assets	8.17%	N/A	N

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(1) Total investment return based on net asset value per share reflects the effects of changes in net asset value on the performance of the Fund during each period, and assumes dividends and distributions, if any, were reinvested. This percentage is not an indication of the performance of a stockholder's investment in the Fund based on market value due to differences between the market price of the stock and the net asset value per share of the Fund.

+ Per share amounts are based on average shares outstanding.

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THE FINANCIAL STATEMENTS.

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MORGAN STANLEY EMERGING MARKETS DEBT FUND, INC.

December 31, 2004

NOTES TO FINANCIAL STATEMENTS

Morgan Stanley Emerging Markets Debt Fund, Inc. (the "Fund") was incorporated in Maryland on May 6, 1993, and is registered as a non-diversified, closed-end management investment company under the Investment Company Act of 1940 (the "1940 Act"), as amended. The Fund's primary investment objective is to produce high current income and as a secondary objective, to seek capital appreciation, through investments primarily in debt securities.

A. ACCOUNTING POLICIES: The following significant accounting policies are in conformity with U.S. generally accepted accounting principles for investment companies. Such policies are consistently followed by the Fund in the preparation of its financial statements. U.S. generally accepted accounting principles may require management to make estimates and assumptions that affect the reported amounts and disclosures in the financial statements. Actual results may differ from those estimates.

1. SECURITY VALUATION: Equity securities listed on a U.S. exchange are valued at the latest quoted sales price on the valuation date. Equity securities listed or traded on NASDAQ, for which market quotations are available, are valued at the NASDAQ Official Closing Price. Securities listed on a foreign exchange are valued at their closing price. Unlisted securities and listed securities not traded on the valuation date for which market quotations are readily available are valued at the mean between the current bid and asked prices obtained from reputable brokers. Bonds and other fixed income securities may be valued according to the broadest and most representative market. In addition, bonds and other fixed income securities may be valued on the basis of prices provided by a pricing service. The prices provided by a pricing service take into account broker dealer market price quotations for institutional size trading in similar groups of securities, security quality, maturity, coupon and other security characteristics as well as any developments related to the specific securities. Debt securities purchased with remaining maturities of 60 days or less are valued at amortized cost, if it approximates value.

All other securities and investments for which market values are not readily available, including restricted securities, and those securities for which

it is inappropriate to determine prices in accordance with the aforementioned procedures, are valued at fair value as determined in good faith under procedures adopted by the Board of Directors, although the actual calculations may be done by others. Factors considered in making this determination may include, but are not limited to, information obtained by contacting the issuer, analysts, or the appropriate stock exchange (for exchange-traded securities), analysis of the issuer's financial statements or other available documents and, if necessary, available information concerning other securities in similar circumstances.

Most foreign markets close before the New York Stock Exchange (NYSE). Occasionally, developments that could affect the closing prices of securities and other assets may occur between the times at which valuations of such securities are determined (that is, close of the foreign market on which the securities trade) and the close of business on the NYSE. If these developments are expected to materially affect the value of the securities, the valuations may be adjusted to reflect the estimated fair value as of the close of the NYSE, as determined in good faith under procedures established by the Board of Directors.

2. **REPURCHASE AGREEMENTS:** The Fund may enter into repurchase agreements under which the Fund lends excess cash and takes possession of securities with an agreement that the counterparty will repurchase such securities. In connection with transactions in repurchase agreements, a bank as custodian for the Fund takes possession of the underlying securities (collateral), with a market value at least equal to the amount of the repurchase transaction, including principal and accrued interest. To the extent that any repurchase transaction exceeds one business day, the value of the collateral is marked-to-market on a daily basis to determine the adequacy of the collateral. In the event of default on the obligation to repurchase, the Fund has the right to liquidate the collateral and apply the proceeds in satisfaction of the obligation. In the event of default or bankruptcy by the counterparty to the agreement, realization and/or retention of the collateral or proceeds may be subject to legal proceedings.

The Fund, along with other affiliated investment companies, may utilize a joint trading account for the purpose of entering into one or more repurchase agreements.

3. **REVERSE REPURCHASE AGREEMENTS:** The Fund may enter into reverse repurchase agreements with institutions that the Fund's investment adviser has determined are creditworthy. Under a reverse repurchase agreement, the Fund sells securities and agrees to repurchase them at a mutually agreed upon date and price. Reverse repurchase agreements involve the risk that the market value of the securities purchased with the proceeds from the sale of securities received by the Fund may decline below the price of the securities the Fund is obligated to repurchase. Reverse repurchase agreements

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MORGAN STANLEY EMERGING MARKETS DEBT FUND, INC.

December 31, 2004

NOTES TO FINANCIAL STATEMENTS (CONT'D)

also involve credit risk with the counterparty to the extent that the value of securities subject to repurchase exceed the Fund's liability under the reverse repurchase agreement. Securities subject to repurchase under reverse repurchase agreements, if any, are designated as such in the Portfolio of

Investments.

At December 31, 2004, the Fund had reverse repurchase agreements outstanding with Lehman Brothers as follows:

	MATURITY IN LESS THAN 365 DAYS
-----	
Value of Securities Subject to Repurchase	\$ 8,486,000
Liability Under Reverse Repurchase Agreement	\$ 8,503,000
Weighted Average Days to Maturity	8.95

The weighted average weekly balance of reverse repurchase agreements outstanding during the year ended December 31, 2004, was approximately \$10,105,000 at a weekly weighted average interest rate of 0.87%.

4. FOREIGN CURRENCY TRANSLATION: The books and records of the Fund are maintained in U.S. dollars. Foreign currency amounts are translated into U.S. dollars at the mean of the bid and asked prices of such currencies against U.S. dollars last quoted by a major bank as follows:
- investments, other assets and liabilities at the prevailing rates of exchange on the valuation date;
  - investment transactions and investment income at the prevailing rates of exchange on the dates of such transactions.

Although the net assets of the Fund are presented at the foreign exchange rates and market values at the close of the period, the Fund does not isolate that portion of the results of operations arising as a result of changes in the foreign exchange rates from the fluctuations arising from changes in the market prices of the securities held at period end. Similarly, the Fund does not isolate the effect of changes in foreign exchange rates from the fluctuations arising from changes in the market prices of securities sold during the period. Accordingly, realized and unrealized foreign currency gains (losses) due to securities transactions are included in the reported net realized and unrealized gains (losses) on investment transactions and balances.

Net realized gains (losses) on foreign currency transactions represent net foreign exchange gains (losses) from sales and maturities of foreign currency exchange contracts, disposition of foreign currencies, currency gains or losses realized between the trade and settlement dates on securities transactions, and the difference between the amount of investment income and foreign withholding taxes recorded on the Fund's books and the U.S. dollar equivalent amounts actually received or paid. Net unrealized currency gains (losses) from valuing foreign currency denominated assets and liabilities at period end exchange rates are reflected as a component of unrealized appreciation (depreciation) on investments and foreign currency translations in the Statement of Assets and Liabilities. The change in net unrealized currency gains (losses) on foreign currency translations for the period is reflected in the Statement of Operations.

A significant portion of the Fund's net assets consist of securities of issuers located in emerging markets or which are denominated in foreign currencies. Such investments may be concentrated in a limited number of countries and regions and may vary throughout the year. Changes in currency



exchange rates will affect the value of and investment income from foreign currency denominated securities. Emerging market securities are often subject to greater price volatility, limited capitalization and liquidity, and higher rates of inflation than U.S. securities. In addition, emerging market securities may be subject to substantial governmental involvement in the economy and greater social, economic and political uncertainty.

The Fund may use derivatives to achieve its investment objectives. The Fund may engage in transactions in futures contracts on foreign currencies, stock indices, as well as in options, swaps and structured notes. Consistent with the Fund's investment objectives and policies, the Fund may use derivatives for non-hedging as well as hedging purposes.

Following is a description of derivative instruments that the Fund has utilized and their associated risks:

5. FOREIGN CURRENCY EXCHANGE CONTRACTS: The Fund may enter into foreign currency exchange contracts generally to attempt to protect securities and related receivables and payables against changes in future foreign exchange rates and, in certain situations, to gain exposure to a foreign currency. A foreign currency exchange contract is an agreement between two parties to buy or sell currency at a set price on a future date. The market value of the contract will fluctuate with changes in currency exchange rates. The contract is marked-to-market daily and the change in market value is recorded by the Fund as unrealized gain or loss. The Fund records realized gains or losses when the contract is closed equal to the difference between the value of the

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MORGAN STANLEY EMERGING MARKETS DEBT FUND, INC.

December 31, 2004

NOTES TO FINANCIAL STATEMENTS (CONT'D)

contract at the time it was opened and the value at the time it was closed. Risk may arise upon entering into these contracts from the potential inability of counterparties to meet the terms of their contracts and is generally limited to the amount of unrealized gain on the contracts, if any, at the date of default. Risks may also arise from unanticipated movements in the value of a foreign currency relative to the U.S. dollar.

6. STRUCTURED SECURITIES: The Fund may invest in interests in entities organized and operated solely for the purpose of restructuring the investment characteristics of sovereign debt obligations. This type of restructuring involves the deposit with or purchase by an entity of specified instruments and the issuance by that entity of one or more classes of securities ("Structured Securities") backed by, or representing interests in, the underlying instruments. Structured Securities generally will expose the Fund to credit risks of the underlying instruments as well as of the issuer of the Structured Security. Structured Securities are typically sold in private placement transactions with no active trading market. Investments in Structured Securities may be more volatile than their underlying instruments, however, any loss is limited to the amount of the original investment.
7. FUTURES: The Fund may purchase and sell futures contracts. Futures contracts provide for the sale by one party and purchase by another party of a specified amount of a specified security, index, instrument or basket of instruments. Futures contracts (secured by cash, government or other liquid

securities deposited with brokers or custodians as "initial margin") are valued based upon their quoted daily settlement prices; changes in initial settlement value (represented by cash paid to or received from brokers as "variation margin") are accounted for as unrealized appreciation (depreciation). When futures contracts are closed, the difference between the opening value at the date of purchase and the value at closing is recorded as realized gains or losses in the Statement of Operations.

The Fund may use futures contracts in order to manage its exposure to the stock and bond markets, to hedge against unfavorable changes in the value of securities or to remain fully invested and to reduce transaction costs. Futures contracts involve market risk in excess of the amounts recognized in the Statement of Assets and Liabilities. Risks arise from the possible movements in security values underlying these instruments. The change in value of futures contracts primarily corresponds with the value of their underlying instruments, which may not correlate with the change in value of the hedged investments. In addition, there is the risk that the Fund may not be able to enter into a closing transaction because of an illiquid secondary market.

8. OVER-THE-COUNTER TRADING: Securities and other derivative instruments that may be purchased or sold by the Fund may consist of instruments not traded on an exchange. The risk of nonperformance by the obligor on such an instrument may be greater, and the ease with which the Fund can dispose of or enter into closing transactions with respect to such an instrument may be less, than in the case of an exchange-traded instrument. In addition, significant disparities may exist between bid and asked prices for derivative instruments that are not traded on an exchange. Derivative instruments not traded on exchanges are also not subject to the same type of government regulation as exchange traded instruments, and many of the protections afforded to participants in a regulated environment may not be available in connection with such transactions.
9. OTHER: Security transactions are accounted for on the date the securities are purchased or sold. Realized gains and losses on the sale of investment securities are determined on the specific identified cost basis. Interest income is recognized on the accrual basis and discounts and premiums on investments purchased are accreted or amortized in accordance with the effective yield method over their respective lives, except where collection is in doubt. Distributions to stockholders are recorded on the ex-dividend date.

B. INVESTMENT ADVISORY FEES: Morgan Stanley Investment Management Inc. (the "Adviser") provides investment advisory services to the Fund under the terms of an Investment Advisory and Management Agreement (the "Agreement"). Under the Agreement, the Adviser is paid a fee computed weekly and payable monthly at an annual rate of 1.00% of the Fund's average weekly net assets.

C. ADMINISTRATION FEES: Prior to November 1, 2004, JPMorgan Chase Bank, through its corporate affiliate, J.P. Morgan Investor Services Co. ("JPMIS"), provided administrative services to the Fund under an Administration Agreement. JPMIS was paid a fee computed weekly and payable monthly at an annual rate of 0.02435% of the Fund's average weekly net assets, plus \$24,000 per annum. In addition, the Fund was charged for certain out-of-pocket expenses incurred by JPMIS on its behalf.

Effective November 1, 2004, Morgan Stanley Investment Management Inc. (MSIM) serves as Administrator to the Fund pur-

MORGAN STANLEY EMERGING MARKETS DEBT FUND, INC.

December 31, 2004

NOTES TO FINANCIAL STATEMENTS (CONT'D)

suant to a new Administrative Agreement. Under the new Administrative Agreement, the new administrative fee will be 0.08% of the Fund's average weekly net assets. As approved by the Board of Directors, MSIM has agreed to limit the new administration fee so that it will be no greater than the old administrative fee of 0.02435% of the Fund's average weekly net assets plus \$24,000 per annum. This waiver is voluntary and may be terminated at any time. For the year ended December 31, 2004, \$17,000 of administration fees were waived pursuant to this arrangement. Administrative costs (including out-of-pocket expenses incurred in the ordinary course of providing services under the Agreement, which were previously borne by Fund), except pricing services and extraordinary expenses, will now be covered under the Administration Fee. JPMIS will continue to provide fund accounting and other services pursuant to a sub-administrative agreement, dated November 1, 2004, with MSIM and receives compensation from MSIM for these services.

D. CUSTODIAN FEES: JPMorgan Chase Bank and its affiliates serve as custodian for the Fund. The Custodian holds cash, securities, and other assets of the Fund as required by the 1940 Act. Custody fees are payable monthly based on assets held in custody, investment purchases and sales activity and account maintenance fees, plus reimbursement for certain out-of-pocket expenses.

E. FEDERAL INCOME TAXES: It is the Fund's intention to continue to qualify as a regulated investment company and distribute all of its taxable income. Accordingly, no provision for Federal income taxes is required in the financial statements. Dividend income and distributions to stockholders are recorded on the ex-dividend date.

The Fund may be subject to taxes imposed by countries in which it invests. Such taxes are generally based on income and/or capital gains earned or repatriated. Taxes are accrued and applied to net investment income, net realized gains and net unrealized appreciation as such income and/or gains are earned.

The tax character of distributions paid may differ from the character of distributions shown on the Statement of Changes in Net Assets due to short-term capital gains being treated as ordinary income for tax purposes. The tax character of distributions paid during 2004 and 2003 were as follows:

2004 DISTRIBUTIONS		2003 DISTRIBUTIONS	
PAID FROM:		PAID FROM:	
(000)		(000)	
ORDINARY INCOME	LONG-TERM CAPITAL GAIN	ORDINARY INCOME	LONG-TERM CAPITAL GAIN
\$ 19,085	\$ --	\$ 16,566	\$ --

The amount and character of income and capital gain distributions to be paid by the Fund are determined in accordance with Federal income tax regulations, which may differ from U.S. generally accepted accounting principles. The book/tax differences are considered either temporary or permanent in nature.

Temporary differences are attributable to differing book and tax treatments for the timing of the recognition of gains and losses on certain investment transactions and the timing of the deductibility of certain expenses.

Permanent differences are generally due to paydown adjustments and cost basis adjustment for defaulted bonds. Permanent book and tax basis differences may result in reclassifications among undistributed (distributions in excess of) net investment income (or accumulated net investment loss), accumulated net realized gain (loss) and paid-in capital.

At December 31, 2004, the components of distributable earnings on a tax basis were as follows:

UNDISTRIBUTED ORDINARY INCOME (000)	UNDISTRIBUTED LONG-TERM CAPITAL GAIN (000)
\$ 285	\$ --

At December 31, 2004, the U.S. Federal income tax cost basis of securities was approximately \$227,189,000 and, accordingly, net unrealized appreciation for U.S. Federal income tax purposes was \$13,101,000 of which \$20,705,000 related to appreciated securities and \$7,604,000 related to depreciated securities.

At December 31, 2004, the Fund had a capital loss carryforward for U.S. Federal income tax purposes of approximately \$62,802,000 available to offset future capital gains, of which \$46,209,000 will expire on December 31, 2006, \$13,135,000 will expire on December 31, 2007 and \$3,458,000 will expire on December 31, 2009. During the year ended December 31, 2004, the Fund utilized capital loss carryforward for U.S. Federal income tax purposes of approximately \$6,693,000.

To the extent that capital loss carryforwards are used to offset any future capital gains realized during the carryover period as pro-

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MORGAN STANLEY EMERGING MARKETS DEBT FUND, INC.

December 31, 2004

NOTES TO FINANCIAL STATEMENTS (CONT'D)

vided by U.S. Federal income tax regulations, no capital gains tax liability will be incurred by the Fund for gains realized and not distributed. To the extent that capital gains are offset, such gains will not be distributed to the stockholders.

Net capital, currency and passive foreign investment company losses incurred after October 31, and within the taxable year are deemed to arise on the first day of the Fund's next taxable year. For the year ended December 31, 2004, the Fund did not defer any post-October capital, currency and passive foreign investment company losses to January 1, 2005, for U.S. Federal income tax purposes.

F. CONTRACTUAL OBLIGATIONS: The Fund enters into contracts that contain a

variety of indemnifications. The Fund's maximum exposure under these arrangements is unknown. However, the Fund has not had prior claims or losses pursuant to these contracts and expects the risk of loss to be remote.

G. OTHER: During the year ended December 31, 2004, the Fund made purchases and sales totaling approximately \$267,488,000 and \$271,268,000 respectively, of investment securities other than long-term U.S. Government securities, purchased options and short-term investments. There were no purchases or sales of long-term U.S. Government securities.

These investments may be traded by one market maker who may also be utilized by the Fund to provide pricing information used to value such securities. The amounts which will be realized upon disposition of the securities may differ from the value reflected on the Statement of Assets and Liabilities and the differences could be material.

On December 14, 2004 the Officers of the Fund, pursuant to authority granted by the Board of Directors declared a distribution of \$0.3257 per share, derived from net investment income, payable on January 7, 2005, to stockholders of record on December 23, 2004.

#### REPORTING TO STOCKHOLDERS (UNAUDITED)

Each Morgan Stanley Fund provides a complete schedule of portfolio holdings in its semi-annual and annual reports within 60 days of the end of the Fund's second and fourth fiscal quarters by filing the schedule electronically with the Securities and Exchange Commission (SEC). The semi-annual reports are filed on Form N-CSRS and the annual reports are filed on Form N-CSR. Morgan Stanley also delivers the semi-annual and annual reports to Fund shareholders and makes these reports available on its public website, [www.morganstanley.com](http://www.morganstanley.com). Each Morgan Stanley Fund also files a complete schedule of portfolio holdings with the SEC for the Fund's first and third fiscal quarters on Form N-Q. Morgan Stanley does not deliver the reports for the first and third fiscal quarters to shareholders, nor are the reports posted to the Morgan Stanley public website. You may, however, obtain the Form N-Q filings (as well as the Form N-CSR and N-CSRS filings) by accessing the SEC's website, [www.sec.gov](http://www.sec.gov). You may also review and copy them at the SEC's Public Reference Room in Washington, DC. Information on the operation of the SEC's Public Reference Room may be obtained by calling the SEC at 1(800) SEC-0330. You can also request copies of these materials, upon payment of a duplicating fee, by electronic request at the SEC's email address ([publicinfo@sec.gov](mailto:publicinfo@sec.gov)) or by writing the Public Reference section of the SEC, Washington, DC 20549-0102.

#### PROXY VOTING POLICIES AND PROCEDURES AND PROXY VOTING RECORD (UNAUDITED)

A copy of (1) the Fund's policies and procedures with respect to the voting of proxies relating to the Fund's portfolio securities; and (2) how the Fund voted proxies relating to portfolio securities during the most recent twelve-month period ended June 30 is available without charge, upon request, by calling 1(800)548-7786 or by visiting our website at [www.morganstanley.com/im](http://www.morganstanley.com/im). This information is also available on the SEC's website at [www.sec.gov](http://www.sec.gov).

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MORGAN STANLEY EMERGING MARKETS DEBT FUND, INC.

December 31, 2004

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

TO THE STOCKHOLDERS AND BOARD OF DIRECTORS OF

MORGAN STANLEY EMERGING MARKETS DEBT FUND, INC.

We have audited the accompanying statement of assets and liabilities of Morgan Stanley Emerging Markets Debt Fund, Inc. (the "Fund"), including the portfolio of investments, as of December 31, 2004, and the related statements of operations and cash flows for the year then ended, the statement of changes in net assets for each of the two years in the period then ended, and the financial highlights for each of the five years in the period then ended. These financial statements and financial highlights are the responsibility of the Fund's management. Our responsibility is to express an opinion on these financial statements and financial highlights based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and financial highlights are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Fund's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements and financial highlights, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. Our procedures included confirmation of securities owned as of December 31, 2004, by correspondence with the custodian and brokers or by other appropriate auditing procedures where replies from brokers were not received. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements and financial highlights referred to above present fairly, in all material respects, the financial position of Morgan Stanley Emerging Markets Debt Fund, Inc. at December 31, 2004, the results of its operations and its cash flows for the year then ended, the changes in its net assets for each of the two years in the period then ended, and the financial highlights for each of the five years in the period then ended, in conformity with U.S. generally accepted accounting principles.

/s/ Ernst & Young LLP

Boston, Massachusetts  
February 11, 2005

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MORGAN STANLEY EMERGING MARKETS DEBT FUND, INC.

December 31, 2004

DIRECTOR AND OFFICER INFORMATION (UNAUDITED)

INDEPENDENT DIRECTORS:

NAME, AGE AND ADDRESS OF DIRECTOR	POSITION(S) HELD WITH REGISTRANT	TERM OF OFFICE AND LENGTH OF TIME SERVED*	PRINCIPAL OCCUPATION(S) DURING PAST 5 YEARS	NUMBER OF PORTFOLIO FUNDS COMPLEX OVERSEEN BY DIRECTOR

<p>Michael Bozic (63) c/o Kramer Levin Naftalis &amp; Frankel LLP Counsel to the Independent Directors 919 Third Avenue New York, NY 10022</p>	<p>Director</p>	<p>Director since 2003</p>	<p>Private investor; Director or Trustee of the Retail Funds (since April 1994) and the Institutional Funds (since July 2003); formerly Vice Chairman of Kmart Corporation (December 1998–October 2000), Chairman and Chief Executive Officer of Levitz Furniture Corporation (November 1995–November 1998) and President and Chief Executive Officer of Hills Department Stores (May 1991–July 1995); formerly variously Chairman, Chief Executive Officer, President and Chief Operating Officer (1987–1991) of the Sears Merchandise Group of Sears Roebuck &amp; Co.</p>	<p>197</p>
<p>Edwin J. Garn (72) 1031 N. Chartwell Court Salt Lake City, UT 84103</p>	<p>Director</p>	<p>Director since 2003</p>	<p>Consultant. Director or Trustee of the Retail Funds (since January 1993) and the Institutional Funds (since July 2003); member of the Utah Regional Advisory Board of Pacific Corp.; formerly Managing Director of Summit Ventures LLC (2000–2004); United States Senator (R-Utah) (1974–1992) and Chairman, Senate Banking Committee (1980–1986), Mayor of Salt Lake City, Utah (1971–1974), Astronaut, Space Shuttle Discovery (April 12–19, 1985), and Vice Chairman, Huntsman Corporation (chemical company).</p>	<p>197</p>
<p>Wayne E. Hedien (70) c/o Kramer Levin Naftalis &amp; Frankel LLP Counsel to the Independent Directors 919 Third Avenue New York, NY 10022</p>	<p>Director</p>	<p>Director since 2003</p>	<p>Retired; Director or Trustee of the Retail Funds (since September 1997) and the Institutional Funds (since July 2003); formerly associated with the Allstate Companies (1966–1994), most recently as Chairman of The Allstate Corporation (March 1993–December 1994) and Chairman and Chief Executive Officer of its wholly-owned subsidiary, Allstate Insurance Company (July 1989–December 1994).</p>	<p>197</p>
<p>Dr. Manuel H. Johnson (55) c/o Johnson Smick International, Inc. 2099 Pennsylvania Avenue, NW Suite 950 Washington, D.C. 20006</p>	<p>Director</p>	<p>Director since 2003</p>	<p>Senior Partner, Johnson Smick International, Inc., a consulting firm; Chairman of the Audit Committee and Director or Trustee of the Retail Funds (since July 1991) and the Institutional Funds (since July 2003); Co-Chairman and a founder of the Group of</p>	<p>197</p>

Seven Council (G7C), an international economic commission; formerly Vice Chairman of the Board of Governors of the Federal Reserve System and Assistant Secretary of the U.S. Treasury.

Joseph J. Kearns (62) c/o Kearns & Associates LLC PMB754 23852 Pacific Coast Hwy. Malibu, CA 90265	Director	Director since 2001	President, Kearns & Associates LLC (investment consulting); Deputy Chairman of the Audit Committee and Director or Trustee of the Retail Funds (since July 2003) and the Institutional Funds (since August 1994); previously Chairman of the Audit Committee of the Institutional Funds (October 2001 - July 2003); formerly CFO of the J. Paul Getty Trust.	198
Michael E. Nugent (68) c/o Triumph Capital, L.P. 445 Park Avenue, 10th Floor New York, NY 10022	Director	Director since 2001	General Partner of Triumph Capital, L.P., a private investment partnership; Chairman of the Insurance Committee and Director or Trustee of the Retail Funds (since July 1991) and the Institutional Funds (since July 2001); formerly Vice President, Bankers Trust Company and BT Capital Corporation (1984-1988).	197

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MORGAN STANLEY EMERGING MARKETS DEBT FUND, INC.

December 31, 2004

DIRECTOR AND OFFICER INFORMATION (CONT'D)

INDEPENDENT DIRECTORS: (CONT'D)

NAME, AGE AND ADDRESS OF DIRECTOR	POSITION(S) HELD WITH REGISTRANT	TERM OF OFFICE AND LENGTH OF TIME SERVED*	PRINCIPAL OCCUPATION(S) DURING PAST 5 YEARS	NUMBER PORTFOL FUND COMPLEX OVERSEEN BY DIRECTOR
Fergus Reid (72) c/o Lumelite Plastics Corporation 85 Charles Coleman Blvd. Pawling, NY 12564	Director	Director since 2000	Chairman of Lumelite Plastics Corporation; Chairman of the Governance Committee and Director or Trustee of the Retail Funds (since July 2003) and the Institutional Funds (since June 1992).	198



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INTERESTED DIRECTORS:

Charles A. Fiumefreddo (71) c/o Morgan Stanley Funds Harborside Financial Center Plaza Two 3rd Floor Jersey City, NJ 07311	Chairman and Director of the Board	Chairman and Director since 2003	Chairman and Director or Trustee of the Retail Funds (since July 1991) and the Institutional Funds (since July 2003); formerly Chief Executive Officer of the Retail Funds (until September 2002).	197
James F. Higgins (56) c/o Morgan Stanley Funds Harborside Financial Center Plaza Two 2nd Floor Jersey City, NJ 07311	Director	Director since 2003	Director or Trustee of the Retail Funds (since June 2000) and the Institutional Funds (since July 2003); Senior Advisor of Morgan Stanley (since August 2000); Director of Morgan Stanley Distributors Inc. and Dean Witter Realty Inc.; previously President and Chief Operating Officer of the Private Client Group of Morgan Stanley (May 1999-August 2000), and President and Chief Operating Officer of Individual Securities of Morgan Stanley (February 1997-May 1999).	197

\* Each Director serves an indefinite term, until his or her successor is elected.

\*\* The Fund Complex includes all funds advised by Morgan Stanley Investment Management Inc. and funds that have an investment advisor that is an affiliated entity of Morgan Stanley Investment Management Inc. (including, but not limited to, Morgan Stanley Investments LP and Morgan Stanley Investment Advisors Inc.).

OFFICERS:

NAME, AGE AND ADDRESS OF EXECUTIVE OFFICER	POSITION(S) HELD WITH REGISTRANT	TERM OF OFFICE AND LENGTH OF TIME SERVED*	PRINCIPAL OCCU
Mitchell M. Merin (51) Morgan Stanley Investment Management Inc. 1221 Avenue of the Americas 33rd Floor New York, NY 10020	President	President since 2003	President and Morgan Stanley President, Dir Officer of Mor Advisors Inc. Company Inc.; Morgan Stanley and Director o Director of va subsidiaries; Institutional President of t 1999); Trustee President (sin Kampen Closed- May 1999) and 2002) of the V

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Ronald E. Robison (65)  
 Morgan Stanley Investment Management Inc.  
 1221 Avenue of the Americas 33rd Floor  
 New York, NY 10020

Executive Vice  
 President and  
 Principal  
 Executive  
 Officer

Executive Vice  
 President and  
 Principal  
 Executive Officer  
 since 2003

Principal Exec  
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MORGAN STANLEY EMERGING MARKETS DEBT FUND, INC.

December 31, 2004

DIRECTOR AND OFFICER INFORMATION (CONT'D)

OFFICERS: (CONT'D)

NAME, AGE AND ADDRESS OF EXECUTIVE OFFICER	POSITION(S) HELD WITH REGISTRANT	TERM OF OFFICE AND LENGTH OF TIME SERVED*	PRINCIPAL OCCU
Joseph J. McAlinden (61) Morgan Stanley Investment Management Inc. 1221 Avenue of the Americas 33rd Floor New York, NY 10020	Vice President	Vice President since 2003	Managing Direc Officer of Mor Advisors Inc. Management Inc Trust; Chief I Kampen Funds; Institutional and the Retail
Barry Fink (49) Morgan Stanley Investment Management Inc. 1221 Avenue of the Americas 22nd Floor New York, NY 10020	Vice President	Vice President since 2003	General Counse Managing Direc of Morgan Stan Managing Direc Secretary (sin Director (sinc Stanley Invest Morgan Stanley Vice President Assistant Secr Inc.; Vice Pre Institutional Managing Direc Director of Mo

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			Inc.; previous Funds and Gene 1997-April 200 Vice President Counsel of Mor Advisors Inc. Services Compa December 2001)
<p>Amy R. Doberman (42) Morgan Stanley Investment Management Inc. 1221 Avenue of the Americas 22nd Floor New York, NY 10020</p>	<p>Vice President</p>	<p>Vice President since July 2004</p>	<p>Managing Direc U.S. Investmen Director of th Morgan Stanley Vice President Retail Funds ( President of t August 2004); Director and G UBS Global Ass 2000-July 2004 Aeltus Investm (January 1997-</p>
<p>Carsten Otto (41) Morgan Stanley Investment Management Inc. 1221 Avenue of the Americas 22nd Floor New York, NY 10020</p>	<p>Chief Compliance Officer</p>	<p>Chief Compliance Officer since 2004</p>	<p>Executive Dire Compliance for Management (si Executive Dire Investment Adv Stanley Invest formerly Assis Assistant Gene Stanley Retail</p>
<p>Stefanie V. Chang (38) Morgan Stanley Investment Management Inc. 1221 Avenue of the Americas 22nd Floor New York, NY 10020</p>	<p>Vice President</p>	<p>Vice President since 2001</p>	<p>Executive Dire Incorporated, Management Inc Investment Adv the Institutio Funds; formerl York law firm Clifford Chanc</p>
<p>James W. Garrett (36) Morgan Stanley Investment Management Inc. 1221 Avenue of the Americas 34th Floor New York, NY 10020</p>	<p>Treasurer and Chief Financial Officer</p>	<p>Treasurer since 2002 and Chief Financial Officer since 2003</p>	<p>Executive Dire Incorporated a Management Inc Financial Offi Funds; previou (now PriceWate</p>
<p>Michael J. Leary (38) J.P. Morgan Investor Services Co. 73 Tremont Street Boston, MA 02108</p>	<p>Assistant Treasurer</p>	<p>Assistant Treasurer since 2003</p>	<p>Assistant Dire Fund Administr Services Co. ( Company); form Young LLP.</p>
<p>Mary E. Mullin (37) Morgan Stanley Investment Management Inc. 1221 Avenue of the Americas 22nd Floor New York, NY 10020</p>	<p>Secretary</p>	<p>Secretary since 2001</p>	<p>Executive Dire Incorporated, Management Inc Investment Adv Institutional the Retail Fun with the New Y</p>

\* Each Officer serves an indefinite term, until his or her successor is elected.

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MORGAN STANLEY EMERGING MARKETS DEBT FUND, INC.

DIVIDEND REINVESTMENT AND CASH PURCHASE PLAN

Pursuant to the Dividend Reinvestment and Cash Purchase Plan (the "Plan"), each stockholder will be deemed to have elected, unless American Stock Transfer & Trust Company (the "Plan Agent") is otherwise instructed by the stockholder in writing, to have all distributions automatically reinvested in Fund shares. Participants in the Plan have the option of making additional voluntary cash payments to the Plan Agent, annually, in any amount from \$100 to \$3,000, for investment in Fund shares.

Dividend and capital gain distributions will be reinvested on the reinvestment date in full and fractional shares. If the market price per share equals or exceeds net asset value per share on the reinvestment date, the Fund will issue shares to participants at net asset value. If net asset value is less than 95% of the market price on the reinvestment date, shares will be issued at 95% of the market price. If net asset value exceeds the market price on the reinvestment date, participants will receive shares valued at market price. The Fund may purchase shares of its Common Stock in the open market in connection with dividend reinvestment requirements at the discretion of the Board of Directors. Should the Fund declare a dividend or capital gain distribution payable only in cash, the Plan Agent will purchase Fund shares for participants in the open market as agent for the participants.

The Plan Agent's fees for the reinvestment of dividends and distributions will be paid by the Fund. However, each participant's account will be charged a pro rata share of brokerage commissions incurred on any open market purchases effected on such participant's behalf. A participant will also pay brokerage commissions incurred on purchases made by voluntary cash payments. Although stockholders in the Plan may receive no cash distributions, participation in the Plan will not relieve participants of any income tax which may be payable on such dividends or distributions.

In the case of stockholders, such as banks, brokers or nominees, that hold shares for others who are the beneficial owners, the Plan Agent will administer the Plan on the basis of the number of shares certified from time to time by the stockholder as representing the total amount registered in the stockholder's name and held for the account of beneficial owners who are participating in the Plan.

Stockholders who do not wish to have distributions automatically reinvested should notify the Plan Agent in writing. There is no penalty for non-participation or withdrawal from the Plan, and stockholders who have previously withdrawn from the Plan may rejoin at any time. Requests for additional information or any correspondence concerning the Plan should be directed to the Plan Agent at:

Morgan Stanley Emerging Markets Debt Fund, Inc.  
American Stock Transfer & Trust Company  
Dividend Reinvestment and Cash Purchase Plan  
59 Maiden Lane

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New York, New York 10030  
1(800)278-4353

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MORGAN STANLEY EMERGING MARKETS DEBT FUND, INC.

DIRECTORS

CHARLES A. FIUMEFREDDO  
MICHAEL BOZIC  
EDWIN J. GARN  
WAYNE E. HEDIEN  
JAMES F. HIGGINS  
DR. MANUEL H. JOHNSON  
JOSEPH J. KEARNS  
MICHAEL NUGENT  
FERGUS REID

OFFICERS

CHARLES A. FIUMEFREDDO  
CHAIRMAN OF THE BOARD

MITCHELL M. MERIN  
PRESIDENT

RONALD E. ROBISON  
EXECUTIVE VICE PRESIDENT  
AND PRINCIPAL EXECUTIVE  
OFFICER

JOSEPH J. MCALINDEN  
VICE PRESIDENT

BARRY FINK  
VICE PRESIDENT

AMY R. DOBERMAN  
VICE PRESIDENT

STEFANIE V. CHANG  
VICE PRESIDENT

JAMES W. GARRETT  
TREASURER AND CHIEF  
FINANCIAL OFFICER

CARSTEN OTTO  
CHIEF COMPLIANCE OFFICER

MICHAEL J. LEARY  
ASSISTANT TREASURER

MARY E. MULLIN  
SECRETARY

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200 CLARENDON STREET  
BOSTON, MASSACHUSETTS 02116

FOR ADDITIONAL FUND INFORMATION, INCLUDING THE FUND'S NET ASSET VALUE PER SHARE AND INFORMATION REGARDING THE INVESTMENTS COMPRISING THE FUND'S PORTFOLIO, PLEASE CALL 1(800)221-6726 OR VISIT OUR WEBSITE AT [www.morganstanley.com/im](http://www.morganstanley.com/im).

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Item 2. Code of Ethics.

(a) The Fund has adopted a code of ethics (the "Code of Ethics") that applies to its principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, regardless of whether these individuals are employed by the Fund or a third party.

(b) No information need be disclosed pursuant to this paragraph.

(c) The Fund has amended its Code of Ethics during the period covered by the shareholder report presented in Item 1 hereto to delete from the end of the following paragraph on page 2 of the Code the phrase "to the detriment of the Fund."

(d) Not applicable.

(e) Not applicable.

(f)

(1) The Fund's Code of Ethics is attached hereto as Exhibit A.

(2) Not applicable.

(3) Not applicable.

Item 3. Audit Committee Financial Expert.

The Fund's Board of Directors has determined that it has two "audit committee financial experts" serving on its audit committee, each of whom are "independent" Directors: Dr. Manuel H. Johnson and Joseph J. Kearns. Under applicable securities laws, a person who is determined to be an audit committee financial expert will not be deemed an "expert" for any purpose, including

without limitation for the purposes of Section 11 of the Securities Act of 1933, as a result of being designated or identified as an audit committee financial expert. The designation or identification of a person as an audit committee financial expert does not impose on such person any duties, obligations, or liabilities that are greater than the duties, obligations, and liabilities imposed on such person as a member of the audit committee and Board of Directors in the absence of such designation or identification.

Item 4. Principal Accountant Fees and Services.

(a) (b) (c) (d) and (g). Based on fees billed for the periods shown:

	2004	REGISTRANT	COVERED ENTITIES (1)
AUDIT FEES		\$ 73,000	N/A
NON-AUDIT FEES			
AUDIT-RELATED FEES		\$	\$ 115,000 (2)
TAX FEES		\$ 2,700 (3)	\$ 100,829 (4)
ALL OTHER FEES		\$	\$ 60,985 (6)
TOTAL NON-AUDIT FEES		\$ 2,700	\$ 276,814
TOTAL		\$ 75,700	\$ 276,814
	2003	REGISTRANT	COVERED ENTITIES (1)
AUDIT FEES		\$ 69,525	N/A
NON-AUDIT FEES			
AUDIT-RELATED FEES		\$	\$ 93,000 (2)
TAX FEES		\$ 2,575 (3)	\$ 163,414 (5)
ALL OTHER FEES		\$	\$ 341,775 (6)
TOTAL NON-AUDIT FEES		\$ 2,575	\$ 598,189
TOTAL		\$ 72,100	\$ 598,189

N/A- Not applicable, as not required by Item 4.

(1) Covered Entities include the Adviser (excluding sub-advisors) and any entity controlling, controlled by or under common control with the Adviser that provides ongoing services to the Registrant.

(2) Audit-Related Fees represent assurance and related services provided that are reasonably related to the performance of the audit of the financial statements of the Covered Entities' and funds advised by the Adviser or its affiliates, specifically attestation services provided in connection with a SAS 70 Report.

(3) Tax Fees represent tax advice and compliance services provided in connection with the review of the Registrant's tax returns.

(4) Tax Fees represent tax advice services provided to Covered Entities, including research and identification of PFIC entities.

(5) All Other Fees represent attestation services provided in connection with

performance presentation standards.

(6) All Other Fees represent attestation services provided in connection with performance presentation standards, general industry education seminars provided, and a regulatory review project performed.

(e) (1) The audit committee's pre-approval policies and procedures are as follows:

AUDIT COMMITTEE  
AUDIT AND NON-AUDIT SERVICES  
PRE-APPROVAL POLICY AND PROCEDURES  
OF THE  
MORGAN STANLEY RETAIL AND INSTITUTIONAL FUNDS

AS ADOPTED AND AMENDED JULY 23, 2004, (1)

- Statement of Principles

The Audit Committee of the Board is required to review and, in its sole discretion, pre-approve all Covered Services to be provided by the Independent Auditors to the Fund and Covered Entities in order to assure that services performed by the Independent Auditors do not impair the auditor's independence from the Fund.

The SEC has issued rules specifying the types of services that an independent auditor may not provide to its audit client, as well as the audit committee's administration of the engagement of the independent auditor. The SEC's rules establish two different approaches to pre-approving services, which the SEC considers to be equally valid. Proposed services either: may be pre-approved without consideration of specific case-by-case services by the Audit Committee ("GENERAL PRE-APPROVAL"); or require the specific pre-approval of the Audit Committee or its delegate ("SPECIFIC PRE-APPROVAL"). The Audit Committee believes that the combination of these two approaches in this Policy will result in an effective and efficient procedure to pre-approve services performed by the Independent Auditors. As set forth in this Policy, unless a type of service has received general pre-approval, it will require specific pre-approval by the Audit Committee (or by any member of the Audit Committee to which pre-approval authority has been delegated) if it is to be provided by the Independent Auditors. Any proposed services exceeding pre-approved cost levels or budgeted amounts will also require specific pre-approval by the Audit Committee.

The appendices to this Policy describe the Audit, Audit-related, Tax and All Other services that have the general pre-approval of the Audit Committee. The term of any general pre-approval is 12 months from the date of pre-approval, unless the Audit Committee considers and provides a different period and states otherwise. The Audit Committee will annually review and pre-approve the services that may be provided by the Independent Auditors without obtaining specific pre-approval from the Audit Committee. The Audit Committee will add to or subtract from the list of general pre-approved services from time to time, based on subsequent determinations.

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- (1) This Audit Committee Audit and Non-Audit Services Pre-Approval Policy and Procedures (the "POLICY"), adopted as of the date above, supersedes and replaces all prior versions that may have been adopted from time to time.

The purpose of this Policy is to set forth the policy and procedures by which



the Audit Committee intends to fulfill its responsibilities. It does not delegate the Audit Committee's responsibilities to pre-approve services performed by the Independent Auditors to management.

The Fund's Independent Auditors have reviewed this Policy and believes that implementation of the Policy will not adversely affect the Independent Auditors' independence.

- Delegation

As provided in the Act and the SEC's rules, the Audit Committee may delegate either type of pre-approval authority to one or more of its members. The member to whom such authority is delegated must report, for informational purposes only, any pre-approval decisions to the Audit Committee at its next scheduled meeting.

- Audit Services

The annual Audit services engagement terms and fees are subject to the specific pre-approval of the Audit Committee. Audit services include the annual financial statement audit and other procedures required to be performed by the Independent Auditors to be able to form an opinion on the Fund's financial statements. These other procedures include information systems and procedural reviews and testing performed in order to understand and place reliance on the systems of internal control, and consultations relating to the audit. The Audit Committee will approve, if necessary, any changes in terms, conditions and fees resulting from changes in audit scope, Fund structure or other items.

In addition to the annual Audit services engagement approved by the Audit Committee, the Audit Committee may grant general pre-approval to other Audit services, which are those services that only the Independent Auditors reasonably can provide. Other Audit services may include statutory audits and services associated with SEC registration statements (on Forms N-1A, N-2, N-3, N-4, etc.), periodic reports and other documents filed with the SEC or other documents issued in connection with securities offerings.

The Audit Committee has pre-approved the Audit services in Appendix B.1. All other Audit services not listed in Appendix B.1 must be specifically pre-approved by the Audit Committee (or by any member of the Audit Committee to which pre-approval has been delegated).

- Audit-related Services

Audit-related services are assurance and related services that are reasonably related to the performance of the audit or review of the Fund's financial statements and, to the extent they are Covered Services, the Covered Entities or that are traditionally performed by the Independent Auditors. Because the Audit Committee believes that the provision of Audit-related services does not impair the independence of the auditor and is consistent with the SEC's rules on auditor independence, the Audit Committee may grant general pre-approval to Audit-related services. Audit-related services include, among others, accounting consultations related to accounting, financial reporting or disclosure matters

not classified as "Audit services"; assistance with understanding and implementing new accounting and financial reporting guidance from rulemaking authorities; agreed-upon or expanded audit procedures related to accounting and/or billing records required to respond to or comply with financial, accounting or regulatory reporting matters; and assistance with internal control reporting requirements under Forms N-SAR and/or N-CSR.

The Audit Committee has pre-approved the Audit-related services in Appendix B.2. All other Audit-related services not listed in Appendix B.2 must be specifically pre-approved by the Audit Committee (or by any member of the Audit Committee to which pre-approval has been delegated).

- Tax Services

The Audit Committee believes that the Independent Auditors can provide Tax services to the Fund and, to the extent they are Covered Services, the Covered Entities, such as tax compliance, tax planning and tax advice without impairing the auditor's independence, and the SEC has stated that the Independent Auditors may provide such services.

Pursuant to the preceding paragraph, the Audit Committee has pre-approved the Tax Services in Appendix B.3. All Tax services in Appendix B.3 must be specifically pre-approved by the Audit Committee (or by any member of the Audit Committee to which pre-approval has been delegated).

- All Other Services

The Audit Committee believes, based on the SEC's rules prohibiting the Independent Auditors from providing specific non-audit services, that other types of non-audit services are permitted. Accordingly, the Audit Committee believes it may grant general pre-approval to those permissible non-audit services classified as All Other services that it believes are routine and recurring services, would not impair the independence of the auditor and are consistent with the SEC's rules on auditor independence.

The Audit Committee has pre-approved the All Other services in Appendix B.4. Permissible All Other services not listed in Appendix B.4 must be specifically pre-approved by the Audit Committee (or by any member of the Audit Committee to which pre-approval has been delegated).

- Pre-Approval Fee Levels or Budgeted Amounts

Pre-approval fee levels or budgeted amounts for all services to be provided by the Independent Auditors will be established annually by the Audit Committee. Any proposed services exceeding these levels or amounts will require specific pre-approval by the Audit Committee. The Audit Committee is mindful of the overall relationship of fees for audit and non-audit services in determining whether to pre-approve any such services.

- Procedures

All requests or applications for services to be provided by the Independent Auditors that do not require specific approval by the Audit Committee will be submitted to the Fund's Chief Financial Officer and must include a detailed description of the services to be

rendered. The Fund's Chief Financial Officer will determine whether such services are included within the list of services that have received the general pre-approval of the Audit Committee. The Audit Committee will be informed on a timely basis of any such services rendered by the Independent Auditors. Requests or applications to provide services that require specific approval by the Audit Committee will be submitted to the Audit Committee by both the Independent Auditors and the Fund's Chief Financial Officer, and must include a joint statement as to whether, in their view, the request or application is consistent with the SEC's rules on auditor independence.

The Audit Committee has designated the Fund's Chief Financial Officer to monitor

the performance of all services provided by the Independent Auditors and to determine whether such services are in compliance with this Policy. The Fund's Chief Financial Officer will report to the Audit Committee on a periodic basis on the results of its monitoring. Both the Fund's Chief Financial Officer and management will immediately report to the chairman of the Audit Committee any breach of this Policy that comes to the attention of the Fund's Chief Financial Officer or any member of management.

- Additional Requirements

The Audit Committee has determined to take additional measures on an annual basis to meet its responsibility to oversee the work of the Independent Auditors and to assure the auditor's independence from the Fund, such as reviewing a formal written statement from the Independent Auditors delineating all relationships between the Independent Auditors and the Fund, consistent with Independence Standards Board No. 1, and discussing with the Independent Auditors its methods and procedures for ensuring independence.

- Covered Entities

Covered Entities include the Fund's investment adviser(s) and any entity controlling, controlled by or under common control with the Fund's investment adviser(s) that provides ongoing services to the Fund(s). Beginning with non-audit service contracts entered into on or after May 6, 2003, the Fund's audit committee must pre-approve non-audit services provided not only to the Fund but also to the Covered Entities if the engagements relate directly to the operations and financial reporting of the Fund. This list of Covered Entities would include:

MORGAN STANLEY RETAIL FUNDS

Morgan Stanley Investment Advisors Inc.  
Morgan Stanley & Co. Incorporated  
Morgan Stanley DW Inc.  
Morgan Stanley Investment Management Inc.  
Morgan Stanley Investment Management Limited  
Morgan Stanley Investment Management Private Limited  
Morgan Stanley Asset & Investment Trust Management Co., Limited  
Morgan Stanley Investment Management Company  
Van Kampen Asset Management  
Morgan Stanley Services Company, Inc.  
Morgan Stanley Distributors Inc.  
Morgan Stanley Trust FSB

MORGAN STANLEY INSTITUTIONAL FUNDS

Morgan Stanley Investment Management Inc.  
Morgan Stanley Investment Advisors Inc.  
Morgan Stanley Investment Management Limited  
Morgan Stanley Investment Management Private Limited  
Morgan Stanley Asset & Investment Trust Management Co., Limited  
Morgan Stanley Investment Management Company  
Morgan Stanley & Co. Incorporated  
Morgan Stanley Distribution, Inc.  
Morgan Stanley AIP GP LP  
Morgan Stanley Alternative Investment Partners LP

(e) (2) Beginning with non-audit service contracts entered into on or after May 6, 2003, the audit committee also is required to pre-approve services to Covered Entities to the extent that the services are determined to have a direct impact on the operations or financial reporting of the Registrant. 100% of such services were pre-approved by the audit committee pursuant to the Audit

Committee's pre-approval policies and procedures (attached hereto).

(f) Not applicable.

(g) See table above.

(h) The audit committee of the Board of Directors has considered whether the provision of services other than audit services performed by the auditors to the Registrant and Covered Entities is compatible with maintaining the auditors' independence in performing audit services.

Item 5. Audit Committee of Listed Registrants.

(a) The Fund has a separately-designated standing audit committee established in accordance with Section 3(a)(58)(A) of the Exchange Act whose members are: Michael Bozic, Edwin J. Garn, Wayne E. Hedien, Manual H. Johnson, Joseph J. Kearns, Michael Nugent and Fergus Reid.

(b) Not applicable.

Item 6. Schedule of Investments

Refer to Item 1.

Item 7. Disclosure of Proxy Voting Policies and Procedures for Closed-End Management Investment Companies.

"THE TRUST/FUND INVESTS IN EXCLUSIVELY NON-VOTING SECURITIES AND THEREFORE THIS ITEM IS NOT APPLICABLE TO THE TRUST/FUND."

MORGAN STANLEY INVESTMENT MANAGEMENT  
PROXY VOTING POLICY AND PROCEDURES

I. POLICY STATEMENT

INTRODUCTION - Morgan Stanley Investment Management's ("MSIM") policies and procedures for voting proxies with respect to securities held in the accounts of clients applies to those MSIM entities that provide discretionary Investment Management services and for which a MSIM entity has the authority to vote their proxies. The policies and procedures and general guidelines in this section will be reviewed and, as necessary, updated periodically to address new or revised proxy voting issues. The MSIM entities covered by these policies and procedures currently include the following: Morgan Stanley Investment Advisors Inc., Morgan Stanley Alternative Investment Partners, L.P., Morgan Stanley AIP GP LP, Morgan Stanley Investment Management Inc., Morgan Stanley Investment Group Inc., Morgan Stanley Investment Management Limited, Morgan Stanley Investment Management Company, Morgan Stanley Asset & Investment Trust Management Co., Limited, Morgan Stanley Investment Management Private Limited, Morgan Stanley Investments LP, Morgan Stanley Hedge Fund Partners GP LP, Morgan Stanley Hedge Fund Partners LP, Van Kampen Investment Advisory Corp., Van Kampen Asset Management Inc., and Van Kampen Advisors Inc. (each a "MSIM Affiliate" and collectively referred to as the "MSIM Affiliates").

Each MSIM Affiliate will vote proxies as part of its authority to manage, acquire and dispose of account assets. With respect to the MSIM registered management investment companies (Van Kampen, Institutional and Advisor Funds) (collectively referred to as the "MSIM Funds"), each MSIM Fund will vote proxies pursuant to authority granted under its applicable investment advisory agreement or, in the absence of such authority, as authorized by its Board of Directors or Trustees. A MSIM Affiliate will not vote proxies if the "named

fiduciary" for an ERISA account has reserved the authority for itself, or in the case of an account not governed by ERISA, the Investment Management Agreement does not authorize the MSIM Affiliate to vote proxies. MSIM Affiliates will, in a prudent and diligent manner, vote proxies in the best interests of clients, including beneficiaries of and participants in a client's benefit plan(s) for which we manage assets, consistent with the objective of maximizing long-term investment returns ("Client Proxy Standard"). In certain situations, a client or its fiduciary may provide a MSIM Affiliate with a statement of proxy voting policy. In these situations, the MSIM Affiliate will comply with the client's policy unless to do so would be inconsistent with applicable laws or regulations or the MSIM Affiliate's fiduciary responsibility.

PROXY RESEARCH SERVICES - To assist the MSIM Affiliates in their responsibility for voting proxies and the overall global proxy voting process, Institutional Shareholder Services ("ISS") and the Investor Responsibility Research Center ("IRRC") have been retained as experts in the proxy voting and corporate governance area. ISS and IRRC are

independent advisers that specialize in providing a variety of fiduciary-level proxy-related services to institutional investment managers, plan sponsors, custodians, consultants, and other institutional investors. The services provided to MSIM Affiliates include in-depth research, global issuer analysis, and voting recommendations. In addition to research, ISS provides vote execution, reporting, and recordkeeping. MSIM's Proxy Review Committee (see Section IV.A. below) will carefully monitor and supervise the services provided by the proxy research services.

VOTING PROXIES FOR CERTAIN NON-US COMPANIES - While the proxy voting process is well established in the United States and other developed markets with a number of tools and services available to assist an investment manager, voting proxies of non-US companies located in certain jurisdictions, particularly emerging markets, may involve a number of problems that may restrict or prevent a MSIM Affiliate's ability to vote such proxies. These problems include, but are not limited to: (i) proxy statements and ballots being written in a language other than English; (ii) untimely and/or inadequate notice of shareholder meetings; (iii) restrictions on the ability of holders outside the issuer's jurisdiction of organization to exercise votes; (iv) requirements to vote proxies in person, (v) the imposition of restrictions on the sale of the securities for a period of time in proximity to the shareholder meeting; and (vi) requirements to provide local agents with power of attorney to facilitate the MSIM Affiliate's voting instructions. As a result, clients' non-U.S. proxies will be voted on a best efforts basis only, consistent with the Client Proxy Standard. ISS has been retained to provide assistance to the MSIM Affiliates in connection with voting their clients' non-US proxies.

## II. GENERAL PROXY VOTING GUIDELINES

To ensure consistency in voting proxies on behalf of its clients, MSIM Affiliates will follow (subject to any exception set forth herein) these Proxy Voting Policies and Procedures, including the guidelines set forth below. These guidelines address a broad

range of issues, including board size and composition, executive compensation, anti-takeover proposals, capital structure proposals and social responsibility issues and are meant to be general voting parameters on issues that arise most frequently. The MSIM Affiliates, however, may vote in a manner that is contrary to the following general guidelines, pursuant to the procedures set forth in Section IV. below, provided the vote is consistent with the Client Proxy

Standard.

III. GUIDELINES

A. MANAGEMENT PROPOSALS

1. When voting on routine ballot items the following proposals are generally voted in support of management, subject to the review and approval of the Proxy Review Committee, as appropriate.

Selection or ratification of auditors.

Approval of financial statements, director and auditor reports.

Election of Directors.

Limiting Directors' liability and broadening indemnification of Directors.

- Requirement that a certain percentage (up to 66 2/3%) of its Board's members be comprised of independent and unaffiliated Directors.
- Requirement that members of the company's compensation, nominating and audit committees be comprised of independent or unaffiliated Directors.

Recommendations to set retirement ages or require specific levels of stock ownership by Directors.

General updating/corrective amendments to the charter.

Elimination of cumulative voting.

Elimination of preemptive rights.

Provisions for confidential voting and independent tabulation of voting results.

Proposals related to the conduct of the annual meeting except those proposals that relate to the "transaction of such other business which may come before the meeting."

2. The following non-routine proposals, which potentially may have a substantive financial or best interest impact on a shareholder, are generally voted in support of management, subject to the review and approval of the Proxy Review Committee, as appropriate.

CAPITALIZATION CHANGES

Capitalization changes that eliminate other classes of stock and voting rights.

Proposals to increase the authorization of existing classes of common stock (or securities convertible into common stock) if:  
(i) a clear and legitimate business purpose is stated; (ii) the number of shares requested is reasonable in relation to the purpose for which authorization is requested; and (iii) the authorization does not exceed 100% of shares currently authorized and at least 30% of the new authorization will be

outstanding.

Proposals to create a new class of preferred stock or for issuances of preferred stock up to 50% of issued capital.

Proposals for share repurchase plans.

Proposals to reduce the number of authorized shares of common or preferred stock, or to eliminate classes of preferred stock.

Proposals to effect stock splits.

Proposals to effect reverse stock splits if management proportionately reduces the authorized share amount set forth in the corporate charter. Reverse stock splits that do not adjust proportionately to the authorized share amount will generally be approved if the resulting increase in authorized shares coincides with the proxy guidelines set forth above for common stock increases.

#### COMPENSATION

Director fees, provided the amounts are not excessive relative to other companies in the country or industry.

Employee stock purchase plans that permit discounts up to 15%, but only for grants that are part of a broad based employee plan, including all non-executive employees.

Establishment of Employee Stock Option Plans and other employee ownership plans.

#### ANTI-TAKEOVER MATTERS

- Modify or rescind existing supermajority vote requirements to amend the charters or bylaws.
  - Adoption of anti-greenmail provisions provided that the proposal: (i) defines greenmail; (ii) prohibits buyback offers to large block holders not made to all shareholders or not approved by disinterested shareholders; and (iii) contains no anti-takeover measures or other provisions restricting the rights of shareholders.
3. The following non-routine proposals, which potentially may have a substantive financial or best interest impact on the shareholder, are generally voted AGAINST (notwithstanding management support), subject to the review and approval of the Proxy Review Committee, as appropriate.
- Capitalization changes that add classes of stock which substantially dilute the voting interests of existing shareholders.
  - Proposals to increase the authorized number of shares of existing classes of stock that carry preemptive rights or supervoting rights.
  - Creation of "blank check" preferred stock.

- Changes in capitalization by 100% or more.
  - Compensation proposals that allow for discounted stock options that have not been offered to employees in general.
  - Amendments to bylaws that would require a supermajority shareholder vote to pass or repeal certain provisions.
  - Proposals to indemnify auditors.
4. The following types of non-routine proposals, which potentially may have a potential financial or best interest impact on an issuer, are voted as determined by the Proxy Review Committee.

CORPORATE TRANSACTIONS

- Mergers, acquisitions and other special corporate transactions (i.e., takeovers, spin-offs, sales of assets, reorganizations, restructurings and recapitalizations) will be examined on a case-by-case basis. In all cases, ISS and IRRC research and analysis will be used along with MSIM Affiliates' research and analysis, based on, among other things, MSIM internal company-specific knowledge.
- Change-in-control provisions in non-salary compensation plans, employment contracts, and severance agreements that benefit management and would be costly to shareholders if triggered.
- Shareholders rights plans that allow appropriate offers to shareholders to be blocked by the board or trigger provisions that prevent legitimate offers from proceeding.

Executive/Director stock option plans. Generally, stock option plans should meet the following criteria:

- (i) Whether the stock option plan is incentive based;
- (ii) For mature companies, should be no more than 5% of the issued capital at the time of approval;
- (iii) For growth companies, should be no more than 10% of the issued capital at the time of approval.

ANTI-TAKEOVER PROVISIONS

Proposals requiring shareholder ratification of poison pills.

Anti-takeover and related provisions that serve to prevent the majority of shareholders from exercising their rights or effectively deter the appropriate tender offers and other offers.

B. SHAREHOLDER PROPOSALS

1. The following shareholder proposals are generally supported, subject to the review and approval of the Proxy Review Committee, as appropriate:
- Requiring auditors to attend the annual meeting of shareholders.



- Requirement that members of the company's compensation, nominating and audit committees be comprised of independent or unaffiliated Directors.
  - Requirement that a certain percentage of its Board's members be comprised of independent and unaffiliated Directors.
  - Confidential voting.
  - Reduction or elimination of supermajority vote requirements.
2. The following shareholder proposals will be voted as determined by the Proxy Review Committee.
- Proposals that limit tenure of directors.
  - Proposals to limit golden parachutes.
  - Proposals requiring directors to own large amounts of stock to be eligible for election.
  - Restoring cumulative voting in the election of directors.
  - Proposals that request or require disclosure of executive compensation in addition to the disclosure required by the Securities and Exchange Commission ("SEC") regulations.
  - Proposals that limit retirement benefits or executive compensation.
  - Requiring shareholder approval for bylaw or charter amendments.
  - Requiring shareholder approval for shareholder rights plan or poison pill.
  - Requiring shareholder approval of golden parachutes.
  - Elimination of certain anti-takeover related provisions.
  - Prohibit payment of greenmail.
3. The following shareholder proposals are generally not supported, subject to the review and approval of the Committee, as appropriate.
- Requirements that the issuer prepare reports that are costly to provide or that would require duplicative efforts or expenditures that are of a non-business nature or would provide no pertinent information from the perspective of institutional shareholders.
  - Restrictions related to social, political or special interest issues that impact the ability of the company to do business or be competitive and that have a significant financial or best interest impact to the shareholders.
  - Proposals that require inappropriate endorsements or corporate

actions.

IV. ADMINISTRATION OF PROXY POLICIES AND PROCEDURES

A. PROXY REVIEW COMMITTEE

1. The MSIM Proxy Review Committee ("Committee") is responsible for creating and implementing MSIM's Proxy Voting Policy and Procedures and, in this regard, has expressly adopted them. Following are some of the functions and responsibilities of the Committee.

- (a) The Committee, which will consist of members designated by MSIM's Chief Investment Officer, is responsible for establishing MSIM's proxy voting policies and guidelines and determining how MSIM will vote proxies on an ongoing basis.
- (b) The Committee will periodically review and have the authority to amend as necessary MSIM's proxy voting policies and guidelines (as expressed in these Proxy Voting Policy and Procedures) and establish and direct voting positions consistent with the Client Proxy Standard.
- (c) The Committee will meet at least monthly to (among other matters): (1) address any outstanding issues relating to MSIM's Proxy Voting Policy and Procedures; and (2) generally review proposals at upcoming shareholder meetings of MSIM portfolio companies in accordance with this Policy and Procedures including, as appropriate, the voting results of prior shareholder meetings of the same issuer where a similar proposal was presented to shareholders. The Committee, or its designee, will timely communicate to ISS MSIM's Proxy Voting Policy and Procedures (and any amendments to them and/or any additional guidelines or procedures it may adopt).
- (d) The Committee will meet on an ad hoc basis to (among other matters): (1) authorize "split voting" (i.e., allowing certain shares of the same issuer that are the subject of the same proxy solicitation and held by one or more MSIM portfolios to be voted differently than other shares) and/or "override voting" (i.e., voting

all MSIM portfolio shares in a manner contrary to the Procedures); (2) review and approve upcoming votes, as appropriate, for matters for which specific direction has been provided in Sections I, II, and III above; and (3) determine how to vote matters for which specific direction has not been provided in Sections I, II and III above. Split votes will generally not be approved within a single Global Investor Group team. The Committee may take into account ISS recommendations and the research provided by IRRC as well as any other relevant information they may request or receive.

- (e) In addition to the procedures discussed above, if the Committee determines that an issue raises a potential material conflict of interest, or gives rise to the appearance of a potential material conflict of interest, the Committee will designate a special committee to review, and recommend a course of action with respect to, the conflict(s) in question ("Special Committee"). The Special Committee may request the assistance of the Law and Compliance Departments and will have

sole discretion to cast a vote. In addition to the research provided by ISS and IRRC, the Special Committee may request analysis from MSIM Affiliate investment professionals and outside sources to the extent it deems appropriate.

- (f) The Committee and the Special Committee, or their designee(s), will document in writing all of their decisions and actions, which documentation will be maintained by the Committee and the Special Committee, or their designee(s) for a period of at least 6 years. To the extent these decisions relate to a security held by a MSIM U.S. registered investment company, the Committee and Special Committee, or their designee(s), will report their decisions to each applicable Board of Trustees/Directors of those investment companies at each Board's next regularly Scheduled Board meeting. The report will contain information concerning decisions made by the Committee and Special Committee during the most recently ended calendar quarter immediately preceding the Board meeting.
- (g) The Committee and Special Committee, or their designee(s), will timely communicate to applicable PMs, the Compliance Departments and, as necessary to ISS, decisions of the Committee and Special Committee so that, among other things, ISS will vote proxies consistent with their decisions.

Item 8. Portfolio Managers of Closed-End Management Investment Companies

Not Applicable

Required disclosure beginning with fiscal year end 12/31/05.

Item 9. Closed-End Fund Repurchases

Not applicable.

Item 10. Submission of Matters to a Vote of Security Holders

Not applicable.

Item 11. Controls and Procedures

(a) The Fund's principal executive officer and principal financial officer have concluded that the Fund's disclosure controls and procedures are sufficient to ensure that information required to be disclosed by the Fund in this Form N-CSR was recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, based upon such officers' evaluation of these controls and procedures as of a date within 90 days of the filing date of the report.

(b) There were no changes in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal half-year (the registrant's second fiscal half-year in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

Item 12. Exhibits

(a) The Code of Ethics for Principal Executive and Senior Financial Officers is attached hereto.

(b) A separate certification for each principal executive officer and principal financial officer of the registrant are attached hereto as part of EX-99.CERT.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(Registrant) Morgan Stanley Emerging Markets Debt Fund, Inc.  
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By: /s/ Ronald E. Robison  
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Name: Ronald E. Robison  
Title: Principal Executive Officer  
Date: 2/17/2005

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/ Ronald E. Robison  
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Name: Ronald E. Robison  
Title: Principal Executive Officer  
Date: 2/17/2005

By: /s/ James W. Garrett  
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Name: James W. Garrett  
Title: Chief Financial Officer  
Date: 2/17/2005