

MORGAN STANLEY EMERGING MARKETS DEBT FUND INC  
Form N-CSR  
March 12, 2012

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

Morgan Stanley Emerging Markets Debt Fund, Inc.  
(Exact name of registrant as specified in charter)

522 Fifth Avenue, New York, New York  
(Address of principal executive offices)

10036  
(Zip code)

Arthur Lev

522 Fifth Avenue, New York, New York 10036  
(Name and address of agent for service)

Registrant's telephone number, including area code: 212-296-6990

Date of fiscal year end: December 31, 2011

Date of reporting period: December 31, 2011

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Item 1 - Report to Shareholders

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Morgan Stanley Emerging Markets Debt Fund, Inc.

**Directors**

Michael E. Nugent

Frank L. Bowman

Michael Bozic

Kathleen A. Dennis

James F. Higgins

Dr. Manuel H. Johnson

Joseph J. Kearns

Michael F. Klein

W. Allen Reed

Fergus Reid

**Officers**

Michael E. Nugent

*Chairman of the Board and Director*

Arthur Lev

*President and Principal  
Executive Officer*

Stefanie V. Chang Yu

*Vice President*

Francis J. Smith

*Treasurer and Principal Financial Officer*

Mary Ann Picciotto

*Chief Compliance Officer*

Mary E. Mullin

*Secretary*

**Investment Adviser and Administrator**

Morgan Stanley Investment Management Inc.

522 Fifth Avenue

New York, New York 10036

**Custodian**

State Street Bank and Trust Company

One Lincoln Street

Boston, Massachusetts 02111

**Stockholder Servicing Agent**

Computershare Trust Company, N.A.

250 Royall Street

Canton, Massachusetts 02021

**Legal Counsel**

Dechert LLP

1095 Avenue of the Americas

New York, New York 10036

**Independent Registered Public Accounting Firm**

Ernst & Young LLP

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 toll free 1(800) 231-2608 or visit our website at [www.morganstanley.com/im](http://www.morganstanley.com/im). All investments involve risks, including the possible loss of principal.

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INVESTMENT MANAGEMENT

Morgan Stanley

Emerging Markets Debt

Fund, Inc. (MSD)

Morgan Stanley

Investment Management Inc.

Investment Adviser

**Annual  
Report**

December 31, 2011

CEMSDANN

IU12-00341P-Y12/11

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Morgan Stanley Emerging Markets Debt Fund, Inc.

December 31, 2011

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Morgan Stanley Emerging Markets Debt Fund, Inc.

Overview

Letter to Stockholders (unaudited)

## Performance

For the year ended December 31, 2011, the Morgan Stanley Emerging Markets Debt Fund, Inc. (the "Fund") had total returns of 7.93%, based on net asset value, and 5.73% based on market value per share (including reinvestment of distributions), compared to its benchmark, the J.P. Morgan Emerging Markets Bond Global Index (the "Index"), which returned 8.46%. On December 31, 2011, the closing price of the Fund's shares on the New York Stock Exchange was \$10.41, representing a 9.8% discount to the Fund's net asset value per share. Past performance is no guarantee of future results.

## Factors Affecting Performance

- The first three months of 2011 were volatile, with a number of unexpected global events from political turmoil in the Middle East and Africa, to the Japan earthquake, to the precarious fiscal situation in Europe. During the period, emerging market central banks adopted divergent tightening strategies. The central banks of some countries, such as Chile and Israel, surprised the market by stepping up the pace of rate hikes; others such as Brazil and Turkey tightened regulations in lieu of rate hikes.
- In the second quarter of 2011, developed market worries began to take center stage as European officials lacked a clear resolution to Greece's sovereign-debt crisis and U.S. economic data disappointed. In addition to Greece, other peripheral Europe countries showed significant signs of stress, including Portugal, Italy and Spain. Despite this, emerging market (EM) asset classes performed well with EM external debt slightly outpacing EM local currency debt. Inflation continued to be an important concern in the emerging markets as rising food and energy prices prompted emerging market central banks to remain vigilant. Against this backdrop, many emerging market central banks resumed monetary tightening policies to combat inflationary pressures.
- Global risk sentiment further weakened in the third quarter due to increased concerns about significant economic slowing in the developed world and the European sovereign debt crisis despite signs of economic progress in the U.S. EM assets in general came under immense pressure in September as investors shed all risk assets in favor of traditional "safe havens," the U.S. dollar and U.S. Treasuries. Volatility in the emerging markets was high as the markets experienced bouts of disappointment, highlighting the need for stronger leadership and policies from the G-10 countries to lift investor confidence.
- Risk sentiment rebounded in October due to signs that U.S. recession risks were receding and improved sentiment towards steps taken by European policymakers to put Europe on the path to resolving its credit crisis. Emerging market currencies retraced some of the previous month's declines versus the U.S. dollar after September's currency sell-off had battered risky assets. November and December re-introduced market pessimism about the likelihood of a comprehensive European debt solution and the related rising downside risks to global growth. Emerging market currencies, notably those that move with the euro, fell against the U.S. dollar due to concerns about the impact of Europe's troubles on the rest of the world.
- Over the course of the year, the risk premium on the Index widened 137 basis points to 426 basis points above U.S. Treasuries. The Index (which tracks the performance of U.S.-dollar denominated debt instruments issued by emerging markets) generated a total return of 8.46%. The J.P. Morgan GBI-EM Global Diversified Index (which tracks local

currency government bonds issued by emerging markets) returned -1.75%. Index returns attributable to foreign currency exposure were -939 basis points. EM corporate debt, as measured by the J.P. Morgan CEMBI Broad Diversified Index, was up 2.32%.

Morgan Stanley Emerging Markets Debt Fund, Inc.

Overview

Letter to Stockholders (unaudited) (cont'd)

- The Fund benefited from overweight exposure to Brazil and Venezuela, as well as underweight exposure to Hungary and Turkey. Brazil benefited from high commodity prices, while Venezuela benefited from supportive oil prices in particular and a positive record of servicing debt. Hungarian assets fell under immense pressure due to a growing unease with the country's unorthodox economic policies, which lead to several sovereign rating downgrades to non-investment grade status. Turkey faced downward pressure from the euro-zone debt crisis as it continued to be punished for its economic ties to Western Europe. The sale of distressed assets in Indonesia and security selection in Argentina also contributed to relative performance.
- Underweight exposure to Chile, the Philippines, and Uruguay, as well as overweight exposure to Ukraine detracted from relative performance. Chile, the world's top copper producer, benefited from supportive copper prices. The Philippines benefited from steps taken to reduce its budget deficit and keep inflation in check. Uruguay's economy soared 7.5% year-over-year in the third quarter of 2011, its strongest result in 2011, while unemployment declined steadily, reflecting economic strength. Exposure to Mexican and Russian corporates also hurt relative performance.

### **Management Strategies**

- We expect growth in the developed world to remain well below potential in 2012. Furthermore, the risk of a recession in the developed world has increased significantly, reflecting increased policy uncertainty in the U.S. and Europe. The unresolved fiscal troubles in the U.S. and in Europe, and the apparent lack of political consensus to resolve them, are likely to result in bouts of high volatility and risk aversion in the near future, while depressing growth in the next couple of quarters.
- We expect developed market central banks to continue to provide liquidity as needed, supporting commodity prices and capital inflows into EM countries, somewhat offsetting the negative impact of heightened risk aversion and sub-par growth in the developed world. We expect EM countries to show resilient, albeit lower growth in the next couple of quarters, aided by robust domestic policies and supportive terms of trade and capital inflows. Subsiding inflationary pressures and balanced growth will likely allow EM central banks to continue to adopt looser monetary policies in coming months.
- In our view, sovereign risk premiums remain too high relative to the fundamental macroeconomic strength of most emerging economies. In addition, we believe there are pockets of undervaluation in certain Asian and commodity currencies.

Sincerely,

Arthur Lev  
President and Principal Executive Officer January 2012



Morgan Stanley Emerging Markets Debt Fund, Inc.

December 31, 2011

Portfolio of Investments

*(Showing Percentage of Total Value of Investments)*

|  | Face<br>Amount<br>(000) | Value<br>(000) |
|--|-------------------------|----------------|
| <b>FIXED INCOME SECURITIES (84.8%)</b>   |                         |                |
| <b>Argentina (3.6%)</b>  |                         |                |
| <b>Sovereign (3.6%)</b>  |                         |                |
| Argentina Bonos,<br>7.00%, 10/3/15   | \$ 11,199               | \$ 10,310      |
| <b>Belarus (0.3%)</b>  |                         |                |
| <b>Sovereign (0.3%)</b>  |                         |                |
| Republic of Belarus,<br>8.75%, 8/3/15  | 810                     | 713            |
| 8.95%, 1/26/18   | 280                     | 242            |
|  |                         | 955            |
| <b>Belize (0.1%)</b>   |                         |                |
| <b>Sovereign (0.1%)</b>  |                         |                |
| Government of Belize,<br>6.00%, 2/20/29 (a)  | 662                     | 404            |
| <b>Brazil (11.4%)</b>  |                         |                |
| <b>Corporate Bonds (2.8%)</b>  |                         |                |
| Banco Safra Cayman Islands Ltd.,<br>6.75%, 1/27/21                                 | 1,280                   | 1,370          |
| 6.75%, 1/27/21 (b)   | 1,360                   | 1,455          |
| Centrais Eletricas Brasileiras SA,<br>5.75%, 10/27/21 (b)(c)                       | 2,180                   | 2,276          |
| Odebrecht Finance Ltd.,<br>6.00%, 4/5/23 (b)                                       | 2,870                   | 2,891          |
|  |                         | 7,992          |
| <b>Sovereign (8.6%)</b>  |                         |                |
| Banco Nacional de<br>Desenvolvimento,<br>Economico e Social,<br>5.50%, 7/12/20 (b) | 1,960                   | 2,129          |
| 6.37%, 6/16/18 (b)   | 276                     | 311            |
| Brazilian Government<br>International Bond,<br>4.88%, 1/22/21                      | 1,080                   | 1,212          |
| 5.88%, 1/15/19   | 7,535                   | 8,948          |
| 7.13%, 1/20/37   | 3,290                   | 4,557          |
| 8.88%, 10/14/19  | 5,504                   | 7,678          |

|   |                                  |                        |
|---|----------------------------------|------------------------|
|   |                                  | 24,835                 |
|   |                                  | 32,827                 |
| <b>Chile (1.4%)</b>   |                                  |                        |
| <b>Corporate Bond (0.6%)</b>                                    |                                  |                        |
| Banco Santander Chile,<br>6.50%, 9/22/20                        | CLP 931,000                      | 1,770                  |
|   | <b>Face<br/>Amount<br/>(000)</b> | <b>Value<br/>(000)</b> |
| <b>Sovereign (0.8%)</b>   |                                  |                        |
| Chile Government<br>International Bond,<br>5.50%, 8/5/20        | CLP 1,080,000                    | \$ 2,178               |
|   |                                  | 3,948                  |
| <b>Colombia (2.8%)</b>  |                                  |                        |
| <b>Sovereign (2.8%)</b>   |                                  |                        |
| Colombia Government<br>International Bond,<br>4.38%, 7/12/21    | \$ 2,760                         | 2,981                  |
| 7.38%, 3/18/19  | 390                              | 493                    |
| 11.75%, 2/25/20   | 3,015                            | 4,749                  |
|   |                                  | 8,223                  |
| <b>Croatia (0.4%)</b>   |                                  |                        |
| <b>Sovereign (0.4%)</b>   |                                  |                        |
| Croatia Government<br>International Bond,<br>6.63%, 7/14/20 (b) | 1,340                            | 1,256                  |
| <b>Dominican Republic (0.5%)</b>                                |                                  |                        |
| <b>Sovereign (0.5%)</b>   |                                  |                        |
| Dominican Republic<br>International Bond,<br>7.50%, 5/6/21 (b)  | 590                              | 583                    |
| 9.04%, 1/23/18  | 754                              | 829                    |
|   |                                  | 1,412                  |
| <b>Ecuador (0.8%)</b>   |                                  |                        |
| <b>Sovereign (0.8%)</b>   |                                  |                        |
| Ecuador Government<br>International Bond,<br>9.38%, 12/15/15    | 2,235                            | 2,252                  |
| <b>Ghana (1.2%)</b>   |                                  |                        |
| <b>Sovereign (1.2%)</b>   |                                  |                        |
| Republic of Ghana,<br>8.50%, 10/4/17                            | 1,080                            | 1,188                  |
| 8.50%, 10/4/17 (b)  | 2,016                            | 2,218                  |
|   |                                  | 3,406                  |
| <b>India (0.2%)</b>   |                                  |                        |
| <b>Corporate Bond (0.2%)</b>                                    |                                  |                        |
| Reliance Holdings USA, Inc.,<br>6.25%, 10/19/40 (b)             | 810                              | 722                    |

The accompanying notes are an integral part of the financial statements.

Morgan Stanley Emerging Markets Debt Fund, Inc.

December 31, 2011

Portfolio of Investments (cont'd)

*(Showing Percentage of Total Value of Investments)*

|                           | Face<br>Amount<br>(000) | Value<br>(000) |
|---------------------------|-------------------------|----------------|
| <b>Indonesia (5.0%)</b>   |                         |                |
| <b>Sovereign (5.0%)</b>   |                         |                |
| Indonesia Government      |                         |                |
| International Bond,       |                         |                |
| 6.88%, 1/17/18            | \$ 320                  | \$ 378         |
| 7.75%, 1/17/38            | 630                     | 857            |
| 7.75%, 1/17/38 (b)        | 1,353                   | 1,840          |
| 11.63%, 3/4/19            | 1,930                   | 2,861          |
| 11.63%, 3/4/19 (b)        | 2,169                   | 3,216          |
| Majapahit Holding BV,     |                         |                |
| 7.75%, 1/20/20            | 4,480                   | 5,225          |
|                           |                         | 14,377         |
| <b>Ivory Coast (0.3%)</b> |                         |                |
| <b>Sovereign (0.3%)</b>   |                         |                |
| Ivory Coast Government    |                         |                |
| International Bond,       |                         |                |
| 3.75%, 12/31/32 (a)(d)    | 1,563                   | 789            |
| <b>Kazakhstan (3.8%)</b>  |                         |                |
| <b>Sovereign (3.8%)</b>   |                         |                |
| Development Bank of       |                         |                |
| Kazakhstan JSC,           |                         |                |
| 5.50%, 12/20/15           | 230                     | 229            |
| 5.50%, 12/20/15 (b)       | 1,250                   | 1,244          |
| Intergas Finance BV,      |                         |                |
| 6.38%, 5/14/17            | 700                     | 717            |
| KazMunayGas National Co., |                         |                |
| 6.38%, 4/9/21             | 440                     | 448            |
| 6.38%, 4/9/21 (b)         | 2,430                   | 2,472          |
| 9.13%, 7/2/18             | 1,930                   | 2,258          |
| 9.13%, 7/2/18 (b)         | 3,080                   | 3,604          |
|                           |                         | 10,972         |
| <b>Lithuania (0.9%)</b>   |                         |                |
| <b>Sovereign (0.9%)</b>   |                         |                |
| Lithuania Government      |                         |                |
| International Bond,       |                         |                |
| 6.13%, 3/9/21 (b)         | 520                     | 520            |
| 6.75%, 1/15/15 (b)        | 160                     | 167            |
| 7.38%, 2/11/20            | 1,790                   | 1,942          |



|  |                                  |                        |
|--|----------------------------------|------------------------|
|  |                                  | 2,629                  |
| <b>Malaysia (0.9%)</b>   |                                  |                        |
| <b>Sovereign (0.9%)</b>  |                                  |                        |
| Malaysia Government Bond,<br>3.21%, 5/31/13                        | MYR 8,110                        | 2,569                  |
|  | <b>Face<br/>Amount<br/>(000)</b> | <b>Value<br/>(000)</b> |
| <b>Mexico (12.3%)</b>  |                                  |                        |
| <b>Corporate Bonds (0.6%)</b>                                      |                                  |                        |
| Cemex SAB de CV,<br>9.00%, 1/11/18                                 | \$ 280                           | \$ 224                 |
| 9.00%, 1/11/18 (b)(c)  | 1,900                            | 1,525                  |
|  |                                  | 1,749                  |
| <b>Sovereign (11.7%)</b>   |                                  |                        |
| Mexican Bonos,<br>8.00%, 6/11/20                                   | MXN 62,710                       | 5,004                  |
| Mexico Government<br>International Bond,<br>5.63%, 1/15/17         | \$ 419                           | 484                    |
| 5.95%, 3/19/19   | 3,782                            | 4,514                  |
| 6.05%, 1/11/40   | 1,760                            | 2,161                  |
| 6.75%, 9/27/34   | 4,674                            | 6,111                  |
| Pemex Project Funding<br>Master Trust,<br>6.63%, 6/15/35 - 6/15/38 | 4,316                            | 4,934                  |
| 8.63%, 12/1/23   | 1,990                            | 2,517                  |
| Petroleos Mexicanos,<br>5.50%, 1/21/21 (c)                         | 5,430                            | 5,919                  |
| 8.00%, 5/3/19  | 1,750                            | 2,192                  |
|  |                                  | 33,836                 |
|  |                                  | 35,585                 |
| <b>Namibia (0.4%)</b>  |                                  |                        |
| <b>Sovereign (0.4%)</b>  |                                  |                        |
| Namibia International Bond,<br>5.50%, 11/3/21 (b)                  | 1,010                            | 1,035                  |
| <b>Pakistan (0.2%)</b>   |                                  |                        |
| <b>Sovereign (0.2%)</b>  |                                  |                        |
| Islamic Republic of Pakistan,<br>6.88%, 6/1/17                     | 805                              | 591                    |
| <b>Panama (2.3%)</b>   |                                  |                        |
| <b>Sovereign (2.3%)</b>  |                                  |                        |
| Panama Government<br>International Bond,<br>5.20%, 1/30/20         | 1,810                            | 2,059                  |
| 7.13%, 1/29/26 (c)   | 1,140                            | 1,490                  |
| 8.88%, 9/30/27   | 483                              | 727                    |
| 9.38%, 4/1/29  | 1,569                            | 2,503                  |
|  |                                  | 6,779                  |

The accompanying notes are an integral part of the financial statements.

Morgan Stanley Emerging Markets Debt Fund, Inc.

December 31, 2011

Portfolio of Investments (cont'd)

*(Showing Percentage of Total Value of Investments)*

|                                  | Face<br>Amount<br>(000) | Value<br>(000) |
|----------------------------------|-------------------------|----------------|
| <b>Peru (2.7%)</b>               |                         |                |
| <b>Sovereign (2.7%)</b>          |                         |                |
| Peruvian Government              |                         |                |
| International Bond,              |                         |                |
| 7.35%, 7/21/25                   | \$ 2,410                | \$ 3,205       |
| 8.75%, 11/21/33                  | 3,080                   | 4,713          |
|                                  |                         | 7,918          |
| <b>Philippines (4.7%)</b>        |                         |                |
| <b>Sovereign (4.7%)</b>          |                         |                |
| Philippine Government            |                         |                |
| International Bond,              |                         |                |
| 4.00%, 1/15/21                   | 6,756                   | 6,958          |
| 8.38%, 6/17/19                   | 1,491                   | 1,968          |
| 9.50%, 2/2/30                    | 3,072                   | 4,735          |
|                                  |                         | 13,661         |
| <b>Russia (8.2%)</b>             |                         |                |
| <b>Corporate Bonds (1.3%)</b>    |                         |                |
| Metalloinvest Finance Ltd.,      |                         |                |
| 6.50%, 7/21/16 (b)               | 1,300                   | 1,170          |
| Novatek Finance Ltd.,            |                         |                |
| 6.60%, 2/3/21 (b)                | 650                     | 658            |
| Vimpel Communications Via VIP    |                         |                |
| Finance Ireland Ltd. OJSC,       |                         |                |
| 7.75%, 2/2/21 (b)                | 1,390                   | 1,195          |
| VimpelCom Holdings BV,           |                         |                |
| 7.50%, 3/1/22 (b)                | 820                     | 693            |
|                                  |                         | 3,716          |
| <b>Sovereign (6.9%)</b>          |                         |                |
| Russian Agricultural Bank OJSC   |                         |                |
| Via RSHB Capital SA,             |                         |                |
| 6.30%, 5/15/17 (b)               | 2,104                   | 2,109          |
| 7.18%, 5/16/13 (b)               | 2,030                   | 2,119          |
| Russian Foreign Bond - Eurobond, |                         |                |
| 5.00%, 4/29/20                   | 5,400                   | 5,584          |
| 7.50%, 3/31/30 (b)               | 990                     | 1,152          |
| 7.50%, 3/31/30                   | 1,445                   | 1,682          |
| 12.75%, 6/24/28                  | 4,225                   | 7,225          |
|                                  |                         | 19,871         |

|   | Face<br>Amount<br>(000) | Value<br>(000) |
|---|-------------------------|----------------|
|   |                         | 23,587         |
| <b>Senegal (0.2%)</b>   |                         |                |
| <b>Sovereign (0.2%)</b>   |                         |                |
| Senegal Government<br>International Bond,<br>8.75%, 5/13/21 (b) | \$ 480                  | \$ 478         |
| <b>South Africa (1.3%)</b>                                      |                         |                |
| <b>Sovereign (1.3%)</b>   |                         |                |
| Eskom Holdings SOC Ltd.,<br>5.75%, 1/26/21 (b)                  | 3,556                   | 3,636          |
| <b>Sri Lanka (0.4%)</b>   |                         |                |
| <b>Sovereign (0.4%)</b>   |                         |                |
| Sri Lanka Government<br>International Bond,<br>6.25%, 10/4/20   | 550                     | 553            |
| 6.25%, 10/4/20 (b)  | 650                     | 653            |
|   |                         | 1,206          |
| <b>Turkey (5.7%)</b>  |                         |                |
| <b>Corporate Bond (0.3%)</b>                                    |                         |                |
| Export Credit Bank of Turkey,<br>5.38%, 11/4/16 (b)             | 770                     | 762            |
| <b>Sovereign (5.4%)</b>   |                         |                |
| Turkey Government<br>International Bond,<br>5.63%, 3/30/21 (c)  | 2,150                   | 2,185          |
| 6.88%, 3/17/36  | 2,904                   | 3,042          |
| 7.00%, 3/11/19  | 3,490                   | 3,883          |
| 7.50%, 7/14/17 - 11/7/19  | 3,266                   | 3,707          |
| 11.88%, 1/15/30   | 1,771                   | 2,907          |
|   |                         | 15,724         |
|   |                         | 16,486         |
| <b>Ukraine (3.9%)</b>   |                         |                |
| <b>Sovereign (3.9%)</b>   |                         |                |
| Ukraine Government<br>International Bond,<br>6.58%, 11/21/16    | 2,849                   | 2,507          |
| 6.75%, 11/14/17   | 4,580                   | 3,962          |
| 7.75%, 9/23/20 (b)(c)   | 1,700                   | 1,479          |
| 7.75%, 9/23/20 (c)  | 3,980                   | 3,462          |
|   |                         | 11,410         |

The accompanying notes are an integral part of the financial statements.



Morgan Stanley Emerging Markets Debt Fund, Inc.

December 31, 2011

Portfolio of Investments (cont'd)

*(Showing Percentage of Total Value of Investments)*

|   | Face<br>Amount<br>(000) | Value<br>(000) |
|---|-------------------------|----------------|
| <b>Uruguay (0.3%)</b>   |                         |                |
| <b>Sovereign (0.3%)</b>   |                         |                |
| Uruguay Government<br>International Bond,<br>8.00%, 11/18/22  | \$ 589                  | \$ 810         |
| <b>Venezuela (8.6%)</b>   |                         |                |
| <b>Sovereign (8.6%)</b>   |                         |                |
| Petroleos de Venezuela SA,<br>8.50%, 11/2/17  | 19,170                  | 14,502         |
| Venezuela Government<br>International Bond,<br>6.00%, 12/9/20   | 1,340                   | 826            |
| 7.00%, 3/31/38  | 1,761                   | 1,026          |
| 7.65%, 4/21/25  | 2,850                   | 1,781          |
| 9.00%, 5/7/23   | 600                     | 432            |
| 9.25%, 9/15/27 (c)  | 8,580                   | 6,242          |
|   |                         | 24,809         |
| <b>TOTAL FIXED INCOME<br/>SECURITIES</b> (Cost \$230,008)   |                         | 245,042        |
|   | No. of<br>Warrants      |                |
| <b>WARRANTS (0.2%)</b>  |                         |                |
| <b>Nigeria (0.1%)</b>   |                         |                |
| Central Bank of Nigeria,<br>expires 11/15/20 (e)(f)   | 2,250                   | 405            |
| <b>Venezuela (0.1%)</b>   |                         |                |
| Venezuela Government<br>International Bond, Oil-Linked<br>Payment Obligation,<br>expires 4/15/20 (e)(f) | 5,450                   | 151            |
| <b>TOTAL WARRANTS</b> (Cost \$ )  |                         | 556            |
|   | Shares                  |                |
| <b>SHORT-TERM INVESTMENTS (15.0%)</b>   |                         |                |
| <b>Securities held as Collateral on Loaned Securities (5.9%)</b>  |                         |                |
| <b>Investment Company (4.3%)</b>  |                         |                |
| Morgan Stanley Institutional<br>Liquidity Funds Money Market<br>Portfolio Institutional Class           | 12,544,298              | 12,544         |

(See Note F)

|   | Face<br>Amount<br>(000) | Value<br>(000) |
|---|-------------------------|----------------|
| <b>Repurchase Agreements (1.6%)</b>   |                         |                |
| Barclays Capital, Inc.,<br>(0.02%, dated 12/30/11,<br>due 1/3/12; proceeds<br>\$539; fully collateralized by a<br>U.S. Government Obligation;<br>U.S. Treasury Bond<br>4.50% due 5/15/38;<br>valued at \$549)                           | \$ 539                  | \$ 539         |
| Merrill Lynch & Co., Inc.,<br>(0.07%, dated 12/30/11,<br>due 1/3/12; proceeds<br>\$4,002; fully collateralized by<br>a U.S. Government Agency;<br>Government National Mortgage<br>Association 3.50% due 11/20/41;<br>valued at \$4,082) | 4,002                   | 4,002          |
|   |                         | 4,541          |
| <b>TOTAL SECURITIES HELD AS<br/>COLLATERAL ON LOANED<br/>SECURITIES</b> (Cost \$17,085)   |                         | 17,085         |
|   | <b>Shares</b>           |                |
| <b>Investment Company (9.1%)</b>  |                         |                |
| Morgan Stanley Institutional<br>Liquidity Funds Money Market<br>Portfolio Institutional Class<br>(See Note F) (Cost \$26,184)   | 26,183,523              | 26,184         |
| <b>TOTAL SHORT-TERM<br/>INVESTMENTS</b> (Cost \$43,269)   |                         | 43,269         |
| <b>TOTAL INVESTMENTS (100.0%)</b><br>(Cost \$273,277)<br>Including \$16,894 of Securities<br>Loaned (g)   |                         | 288,867        |
| <b>LIABILITIES IN EXCESS OF<br/>OTHER ASSETS</b>  |                         | (15,608)       |
| <b>NET ASSETS</b>   |                         | \$ 273,259     |

(a) Step Bond Coupon rate increases in increments to maturity. Rate disclosed is as of December 31, 2011. Maturity date disclosed is the ultimate maturity date.

(b) 144A security Certain conditions for public sale may exist. Unless otherwise noted, these securities are deemed to be liquid.

(c) All or a portion of this security was on loan at December 31, 2011.

(d) Issuer is in default.

The accompanying notes are an integral part of the financial statements.



Morgan Stanley Emerging Markets Debt Fund, Inc.

December 31, 2011

Portfolio of Investments (cont'd)

(e) Variable/Floating Rate Security Interest rate changes on these instruments are based on changes in a designated base rate. The rates shown are those in effect on December 31, 2011.

(f) Security has been deemed illiquid at December 31, 2011.

(g) Securities are available for collateral in connection with open foreign currency exchange contracts.

#### Foreign Currency Exchange Contracts Information:

The Fund had the following foreign currency exchange contracts open at period end:

| Counterparty        | Currency to Deliver (000) | Value (000) | Settlement Date | In Exchange For (000) | Value (000) | Unrealized Appreciation (Depreciation) (000) |
|---------------------|---------------------------|-------------|-----------------|-----------------------|-------------|--|
| JPMorgan Chase Bank | USD 1,378                 | \$ 1,378    | 1/20/12         | CLP 716,345           | \$ 1,376    | \$ (2)                                       |

CLP Chilean Peso

MXN Mexican New Peso

MYR Malaysian Ringgit

USD United States Dollar

#### Fair Value Measurement Information:

The following is a summary of the inputs used to value the Fund's investments as of December 31, 2011. (See Note A-6 to the financial statements for further information regarding fair value measurement.)

| Investment Type                | Level 1<br>Unadjusted quoted prices (000) | Level 2<br>Other significant observable inputs (000) | Level 3<br>Significant unobservable inputs (000) | Total (000) |
|--------------------------------|---|--|--|-------------|
| <b>Assets:</b>                 |   |  |  |             |
| <b>Fixed Income Securities</b> | \$  | \$ 16,711  | \$   | \$ 16,711   |

|                                      |                |                |
|--------------------------------------|----------------|----------------|
| Corporate Bonds                      |                |                |
| Sovereign                            | 228,331        | 228,331        |
| <b>Total Fixed Income Securities</b> | <b>245,042</b> | <b>245,042</b> |
| Warrants                             | 556            | 556            |

**Fair Value Measurement Information: (cont'd)**

| Investment Type                     | Level 1<br>Unadjusted<br>quoted<br>prices<br>(000) | Level 2<br>Other<br>significant<br>observable<br>inputs<br>(000) | Level 3<br>Significant<br>unobservable<br>inputs<br>(000) | Total<br>(000)    |
|-------------------------------------|--|--|---|-------------------|
| <b>Assets: (cont'd)</b>             |  |  |   |                   |
| <b>Short-Term Investments</b>       |  |  |   |                   |
| Investment Company                  | \$ 38,728  | \$   | \$  | \$ 38,728         |
| Repurchase Agreements               |  | 4,541  |   | 4,541             |
| <b>Total Short-Term Investments</b> | <b>38,728</b>                                      | <b>4,541</b>   |   | <b>43,269</b>     |
| <b>Total Assets</b>                 | <b>38,728</b>                                      | <b>250,139</b>   |   | <b>288,867</b>    |
| <b>Liabilities:</b>                 |  |  |   |                   |
| Foreign Currency Exchange Contracts |  | (2)  |   | (2)               |
| <b>Total</b>                        | <b>\$ 38,728</b>                                   | <b>\$ 250,137</b>  | <b>\$</b>   | <b>\$ 288,865</b> |

Transfers between investment levels may occur as the markets fluctuate and/or the availability of data used in an investment's valuation changes. The Fund recognizes transfers between the levels as of the end of the period. As of December 31, 2011, the Fund did not have any significant investments transfer between investment levels.

**Portfolio Composition\***

| Classification         | Percentage of<br>Total Investments |
|------------------------|------------------------------------|
| Sovereign              | 84.0%                              |
| Short-Term Investments | 9.6                                |
| Corporate Bonds        | 6.2                                |
| Other**                | 0.2                                |
| Total Investments      | 100.0%***                          |

\* Percentages indicated are based upon total investments (excluding Securities held as Collateral on Loaned Securities) as of December 31, 2011.

\*\* Industries and/or investment types representing less than 5% of total investments.

\*\*\* Does not include open foreign currency exchange contracts with unrealized depreciation of approximately \$2,000.

The accompanying notes are an integral part of the financial statements.



Morgan Stanley Emerging Markets Debt Fund, Inc.

December 31, 2011

Financial Statements

|  | December 31, 2011 |
|--|-------------------|
|  | (000)             |
| Statement of Assets and Liabilities  |                   |
| <b>Assets:</b>   |                   |
| Investments in Securities of Unaffiliated Issuers, at Value(1)<br>(Cost \$234,549)                         | \$ 250,139        |
| Investment in Security of Affiliated Issuer, at Value (Cost<br>\$38,728)                                   | 38,728            |
| Total Investments in Securities, at Value (Cost \$273,277)   | 288,867           |
| Foreign Currency, at Value (Cost \$322)  | 309               |
| Cash   | 124               |
| Interest Receivable  | 4,533             |
| Receivable for Lehman Brothers Closed Reverse<br>Repurchase Transactions                                   | 265               |
| Receivable from Affiliate  | 2                 |
| Other Assets   | 5                 |
| <b>Total Assets</b>  | <b>294,105</b>    |
| <b>Liabilities:</b>  |                   |
| Collateral on Securities Loaned, at Value  | 17,209            |
| Dividends Declared   | 3,314             |
| Payable for Investment Advisory Fees   | 233               |
| Payable for Professional Fees  | 49                |
| Payable for Administration Fees  | 8                 |
| Payable for Custodian Fees   | 5                 |
| Payable for Directors' Fees and Expenses   | 4                 |
| Unrealized Depreciation on Foreign Currency Exchange<br>Contracts  | 2                 |
| Payable for Stockholder Servicing Agent Fees   | 1                 |
| Other Liabilities  | 21                |
| <b>Total Liabilities</b>   | <b>20,846</b>     |
| <b>Net Assets</b>  |                   |
| Applicable to 23,669,536 Issued and Outstanding \$0.01<br>Par Value Shares (100,000,000 Shares Authorized) | \$ 273,259        |
| <b>Net Asset Value Per Share</b>   | <b>\$ 11.54</b>   |
| <b>Net Assets Consist of:</b>  |                   |
| Common Stock   | \$ 237            |
| Paid-in-Capital  | 265,034           |
| Distributions in Excess of Net Investment Income   | (7)               |
| Accumulated Net Realized Loss  | (7,578)           |
| Unrealized Appreciation (Depreciation) on:   |                   |
| Investments  | 15,590            |
| Foreign Currency Exchange Contracts  | (2)               |
| Foreign Currency Translations  | (15)              |

|                               |    |         |
|-------------------------------|----|---------|
| <b>Net Assets</b>             | \$ | 273,259 |
| <b>(1) Including:</b>         |    |         |
| Securities on Loan, at Value: | \$ | 16,894  |

The accompanying notes are an integral part of the financial statements.

Morgan Stanley Emerging Markets Debt Fund, Inc.

December 31, 2011

Financial Statements (cont'd)

|   | <b>Year Ended<br/>December 31, 2011<br/>(000)</b> |
|---|---|
| Statement of Operations   |   |
| <b>Investment Income:</b>   |   |
| Interest from Securities of Unaffiliated Issuers (Net of \$23 Foreign Taxes Withheld) | \$ 17,399   |
| Dividends from Securities of Unaffiliated Issuers                                     | 100   |
| Dividends from Security of Affiliated Issuer  | 12  |
| Income from Securities Loaned Net   | 32  |
| <b>Total Investment Income</b>  | <b>17,543</b>                                     |
| <b>Expenses:</b>  |   |
| Investment Advisory Fees (Note B)   | 2,733   |
| Administration Fees (Note C)  | 219   |
| Professional Fees   | 124   |
| Stockholder Reporting Expenses  | 62  |
| Custodian Fees (Note D)   | 40  |
| Directors' Fees and Expenses  | 8   |
| Stockholder Servicing Agent Fees  | 5   |
| Other Expenses  | 72  |
| <b>Expenses Before Non Operating Expenses</b>   | <b>3,263</b>                                      |
| Interest Expense on Reverse Repurchase Agreements                                     | 6   |
| <b>Total Expenses</b>   | <b>3,269</b>                                      |
| Waiver of Administration Fees (Note C)  | (128)   |
| Rebate from Morgan Stanley Affiliate (Note F)   | (13)  |
| <b>Net Expenses</b>   | <b>3,128</b>                                      |
| <b>Net Investment Income</b>  | <b>14,415</b>                                     |
| <b>Realized Gain (Loss):</b>  |   |
| Investments Sold  | (1,994)   |
| Foreign Currency Exchange Contracts   | 266   |
| Foreign Currency Transactions   | 34  |
| Futures Contracts   | (529)   |
| <b>Net Realized Loss</b>  | <b>(2,223)</b>                                    |
| <b>Change in Unrealized Appreciation (Depreciation):</b>                              |   |
| Investments   | 7,014   |
| Foreign Currency Exchange Contracts   | (228)   |
| Foreign Currency Translations   | (18)  |
| Futures Contracts   | 449   |
| <b>Net Change in Unrealized Appreciation (Depreciation)</b>                           | <b>7,217</b>                                      |
| <b>Net Realized Loss and Change in Unrealized Appreciation (Depreciation)</b>         | <b>4,994</b>                                      |
|   | <b>\$ 19,409</b>                                  |

**Net Increase in Net Assets Resulting from  
Operations**

The accompanying notes are an integral part of the financial statements.



Morgan Stanley Emerging Markets Debt Fund, Inc.

December 31, 2011

Financial Statements (cont'd)

|  | Year Ended<br>December 31,<br>2011<br>(000) | Year Ended<br>December 31,<br>2010<br>(000) |
|--|---|---|
| Statements of Changes in Net Assets  |   |   |
| <b>Increase (Decrease) in Net Assets:</b>  |   |   |
| Operations:  |   |   |
| Net Investment Income  | \$ 14,415                                   | \$ 17,453                                   |
| Net Realized Gain (Loss)   | (2,223)                                     | 16,090                                      |
| Net Change in Unrealized Appreciation<br>(Depreciation)  | 7,217                                       | (6,118)                                     |
| <b>Net Increase in Net Assets Resulting<br/>from Operations</b>  | 19,409                                      | 27,425                                      |
| Distributions from and/or in Excess of:  |   |   |
| Net Investment Income  | (14,675)                                    | (15,611)                                    |
| Net Realized Gain  | (872)                                       | (7,294)                                     |
| <b>Total Distributions</b>   | (15,547)                                    | (22,905)                                    |
| Capital Share Transactions:  |   |   |
| Issued due to Tax-Free Reorganization (0<br>and 2,726,211 shares)  |   | 30,428                                      |
| <b>Net Increase in Net Assets Resulting<br/>from Capital Share Transactions</b>  |   | 30,428                                      |
| <b>Total Increase</b>  | 3,862                                       | 34,948                                      |
| <b>Net Assets:</b>   |   |   |
| Beginning of Period  | 269,397                                     | 234,449                                     |
| <b>End of Period (Including Undistributed<br/>(Distributions in Excess of) Net<br/>Investment<br/>Income of \$(7) and \$103)</b> | \$ 273,259                                  | \$ 269,397                                  |

The accompanying notes are an integral part of the financial statements.

Morgan Stanley Emerging Markets Debt Fund, Inc.

December 31, 2011

Financial Highlights

*Selected Per Share Data and Ratios*

|  | Year Ended December 31, |          |          |          |          |
|--|-------------------------|----------|----------|----------|----------|
|  | 2011                    | 2010     | 2009     | 2008     | 2007     |
| <b>Net Asset Value, Beginning of Period</b>      | \$ 11.38                | \$ 11.19 | \$ 8.79  | \$ 11.27 | \$ 11.19 |
| Net Investment Income†                           | 0.61                    | 0.74     | 0.76     | 0.65     | 0.69     |
| Net Realized and Unrealized Gain (Loss)          | 0.21                    | 0.42     | 2.27     | (2.32)   | 0.03     |
| Total from Investment Operations                 | 0.82                    | 1.16     | 3.03     | (1.67)   | 0.72     |
| Distributions from and/or in excess of:          |                         |          |          |          |          |
| Net Investment Income                            | (0.62)                  | (0.66)   | (0.64)   | (0.86)   | (0.66)   |
| Net Realized Gain                                | (0.04)                  | (0.31)   |          |          |          |
| Total Distributions                              | (0.66)                  | (0.97)   |          |          |          |
| Anti-Dilutive Effect of Share Repurchase Program |                         |          | 0.01     | 0.05     | 0.02     |
| <b>Net Asset Value, End of Period</b>            | \$ 11.54                | \$ 11.38 | \$ 11.19 | \$ 8.79  | \$ 11.27 |
| <b>Per Share Market Value, End of Period</b>     | \$ 10.41                | \$ 10.48 | \$ 10.08 | \$ 7.07  | \$ 9.70  |
| <b>TOTAL INVESTMENT RETURN:</b>                  |                         |          |          |          |          |
| Market Value                                     | 5.73%                   | 13.58%   | 52.55%   | (18.74)% | (4.52)%  |

|                    |       |        |        |          |       |
|--------------------|-------|--------|--------|----------|-------|
| Net Asset Value(1) | 7.93% | 11.00% | 36.18% | (12.95)% | 7.46% |
|--------------------|-------|--------|--------|----------|-------|

**RATIOS, SUPPLEMENTAL DATA:****Net Assets,  
End of  
Period**

|                    |            |            |            |            |            |
|--------------------|------------|------------|------------|------------|------------|
| <b>(Thousands)</b> | \$ 273,259 | \$ 269,397 | \$ 234,449 | \$ 185,706 | \$ 245,831 |
|--------------------|------------|------------|------------|------------|------------|

|  |        |        |        |        |        |
|--|--------|--------|--------|--------|--------|
| Ratio of Expenses to Average Net Assets(2) | 1.14%+ | 1.19%+ | 1.21%+ | 1.23%+ | 1.29%+ |
|--|--------|--------|--------|--------|--------|

|  |        |        |        |        |        |
|--|--------|--------|--------|--------|--------|
| Ratio of Expenses to Average Net Assets Excluding Non Operating Expenses | 1.14%+ | 1.13%+ | 1.13%+ | 1.15%+ | 1.10%+ |
|--|--------|--------|--------|--------|--------|

|   |        |        |        |        |        |
|---|--------|--------|--------|--------|--------|
| Ratio of Net Investment Income to Average Net Assets(2) | 5.28%+ | 6.35%+ | 7.54%+ | 6.19%+ | 6.11%+ |
|---|--------|--------|--------|--------|--------|

|  |         |         |         |         |         |
|--|---------|---------|---------|---------|---------|
| Ratio of Rebate from Morgan Stanley Affiliates to Average Net Assets | 0.00%\$ | 0.00%\$ | 0.00%\$ | 0.00%\$ | 0.00%\$ |
|--|---------|---------|---------|---------|---------|

|                         |     |      |     |     |     |
|-------------------------|-----|------|-----|-----|-----|
| Portfolio Turnover Rate | 46% | 105% | 83% | 64% | 56% |
|-------------------------|-----|------|-----|-----|-----|

(2)

**Supplemental  
Information****on the  
Ratios to  
Average  
Net****Assets:**

Ratios Before Expenses Waived by Administrator:

|   |       |        |        |        |        |
|---|-------|--------|--------|--------|--------|
| Ratio of Expenses to Average Net Assets | 1.19% | 1.23%+ | 1.26%+ | 1.28%+ | 1.34%+ |
|   | 5.23% | 6.31%+ | 7.49%+ | 6.14%+ | 6.06%+ |

Ratio of Net  
Investment  
Income to  
Average  
Net Assets

(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 amount is based on average shares outstanding.

+ The Ratios of Expenses and Net Investment Income reflect the rebate of certain Fund expenses in connection with the investments in Morgan Stanley affiliates during the period. The effect of the rebate on the ratios is disclosed in the above table as "Ratio of Rebate from Morgan Stanley Affiliates to Average Net Assets."

§ Amount is less than 0.005%.

The accompanying notes are an integral part of the financial statements.



Morgan Stanley Emerging Markets Debt Fund, Inc.

December 31, 2011

## 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, as amended (the "Act"). 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 of government and government-related issuers located in emerging countries, of entities organized to restructure outstanding debt of such issuers and debt securities of corporate issuers in or organized under the laws of emerging countries. To the extent that the Fund invests in derivative instruments that the Adviser believes have economic characteristics similar to debt securities of government and government-related issuers located in emerging market countries and of entities organized to restructure outstanding debt of such issuers, such investments will be counted for purposes of the Fund's policy in the previous sentence. To the extent the Fund makes such investments, the Fund will be subject to the risks of such derivative instruments as described herein.

On February 1, 2010, the Emerging Markets Debt Fund acquired the net assets of Morgan Stanley Global Opportunity Bond Fund, Inc. ("MGB"), a closed-end investment company, pursuant to a plan of reorganization approved by the Global Opportunity Bond Fund, Inc. shareholders on November 18, 2009. The purpose of the transaction was to combine two funds managed by Morgan Stanley Investment Management Inc. with comparable investment objectives and strategies. The acquisition was accomplished by a tax-free exchange of 2,726,221 shares of the Emerging Markets Debt Fund, Inc. shares, valued at approximately \$30,428,000 including \$554,000 in unrealized appreciation, for 4,085,596 shares of the Global Opportunity Bond Fund, Inc. at February 1, 2010. The investment portfolio of Global Opportunity Bond Fund, Inc., with a fair value of approximately \$26,196,000 and identified cost of approximately \$25,642,000 on February 1, 2010, was the principal asset acquired by the Emerging Markets Debt Fund, Inc. For financial reporting purposes, assets received and shares issued by the the Emerging Markets Debt Fund, Inc. were recorded at fair value; however, the cost basis of the investments received from Global Opportunity Bond Fund, Inc. was carried forward to align ongoing reporting of the Emerging Markets Debt Fund, Inc. realized and unrealized gains and losses with amounts distributable to shareholders for tax purposes. Immediately prior to the reorganization, the net assets of the Emerging Market Debt Fund, Inc. were approximately \$233,825,000. Immediately after the merger, the net assets of the Emerging Markets Debt Fund, Inc. were approximately \$264,250,000. Because the combined investment portfolios have been managed as a single integrated portfolio since the acquisition was completed, it is not practicable to separate the amounts of revenue and earnings of Global Opportunity Bond Fund, Inc. that have been included in Emerging Market Debt Fund, Inc. Statement of Operations.

Assuming the acquisition had been completed on January 1, 2010, the beginning of the annual reporting period of the Fund, the Fund's pro forma results of operations for the year ended December 31, 2010, are as follows:

|   |               |
|---|---------------|
| Net Investment Income(1)  | \$ 17,608,000 |
| Net gain (loss) on investments(2)                               | \$ 16,714,000 |
| Net increase (decrease) in net assets resulting from operations | \$ 34,322,000 |

(1) \$17,453,000 as reported, plus \$186,000 Morgan Stanley Global Opportunity Bond Fund, Inc. premerger, plus \$31,000 of estimated pro-forma eliminated expenses.

(2) \$16,090,000 as reported, plus \$624,000 Morgan Stanley Global Opportunity Bond Fund, Inc. premerger.

**A. Significant Accounting Policies:** The following significant accounting policies are in conformity with U.S. generally accepted accounting principles ("GAAP"). Such policies are consistently followed by the Fund in the preparation of its financial statements. GAAP may require management to

Morgan Stanley Emerging Markets Debt Fund, Inc.

December 31, 2011

Notes to Financial Statements (cont'd)

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:** 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. 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 ask prices. 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. Short-term debt securities purchased with remaining maturities of 60 days or less are valued at amortized cost, unless the Board of Directors (the "Directors") determines such valuation does not reflect the securities' fair value, in which case these securities will be valued at their fair value as determined in good faith under procedures adopted by the Directors.

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 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 Directors.

**2. Reverse Repurchase Agreements:** The Fund entered into reverse repurchase agreements with institutions that the Fund's 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 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. The weighted average weekly balance of reverse repurchase agreements outstanding during the year ended December 31, 2011 was approximately \$885,000 at a weighted average weekly rate





Morgan Stanley Emerging Markets Debt Fund, Inc.

December 31, 2011

Notes to Financial Statements (cont'd)

of 0.65%. At December 31, 2011, the Fund did not have any outstanding reverse repurchase agreements.

**3. 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 ask prices of such currencies against U.S. dollars last quoted by a major bank as follows:

investments, other assets and liabilities at the prevailing rate 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 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) on investments in securities are included in the reported net realized and unrealized gains (losses) on investment transactions and balances. However, pursuant to U.S. Federal income tax regulations, gains and losses from certain foreign currency transactions and the foreign currency portion of gains and losses realized on sales and maturities of foreign denominated debt securities are treated as ordinary income for U.S. Federal income tax purposes.

Net realized gains (losses) on foreign currency transactions represent net foreign exchange gains (losses) from foreign currency exchange contracts, disposition of foreign currencies, currency gains (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 the Statement of Assets and Liabilities. The change in unrealized currency gains (losses) 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, 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.

**4. Derivatives:** The Fund uses derivative instruments for a variety of purposes, including hedging, risk management, portfolio management or to earn income. Derivatives are financial instruments whose value is based on the value of another underlying asset, interest rate, index or financial instrument. A derivative instrument often has risks similar to its underlying instrument and may have additional risks, including imperfect correlation between the value of the derivative and the underlying instrument, risks of default by the other party to certain transactions, magnification of

losses incurred due to changes in the market value of the securities, instruments, indices or interest rates to which they relate, and risks that the transactions may not be

Morgan Stanley Emerging Markets Debt Fund, Inc.

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Notes to Financial Statements (cont'd)

liquid. The use of derivatives involves risks that are different from, and possibly greater than, the risks associated with other portfolio investments. Derivatives may involve the use of highly specialized instruments that require investment techniques and risk analyses different from those associated with other portfolio investments. All of the Fund's holdings, including derivative instruments, marked-to-market each day with the change in value reflected in unrealized appreciation (depreciation). Upon disposition, a realized gain or loss is recognized.

Certain derivative transactions may give rise to a form of leverage. Leverage associated with derivative transactions may cause the Fund to liquidate portfolio positions when it may not be advantageous to do so to satisfy its obligations or to meet earmarking or segregation requirements, pursuant to applicable Securities and Exchange Commission rules and regulations, or may cause the Fund to be more volatile than if the Fund had not been leveraged. Although the Adviser seeks to use derivatives to further the Fund's investment objectives, there is no assurance that the use of derivatives will achieve this result.

Following is a description of the derivative instruments and techniques that the Fund used during the period and their associated risks:

**Futures:** A futures contract is a standardized agreement between two parties to buy or sell a specific quantity of an underlying instrument at a specific price at a specific future time. The value of a futures contract tends to increase and decrease in tandem with the value of the underlying instrument. Futures contracts are bilateral agreements, with both the purchaser and the seller equally obligated to complete the transaction. Depending on the terms of the particular contract, futures contracts are settled through either physical delivery of the underlying instrument on the settlement date or by payment of a cash settlement amount on the settlement date. During the period the futures contract is open, payments are received from or made to the broker based upon changes in the value of the contract (the variation margin). A decision as to whether, when and how to use futures involves the exercise of skill and judgment and even a well conceived futures transaction may be unsuccessful because of market behavior or unexpected events. In addition to the derivatives risks discussed above, the prices of futures can be highly volatile, using futures can lower total return, and the potential loss from futures can exceed the Fund's initial investment in such contracts.

**Foreign Currency Exchange Contracts:** In connection with its investments in foreign securities, the Fund also entered into contracts with banks, brokers or dealers to purchase or sell securities or foreign currencies at a future date. A foreign currency exchange contract ("currency contracts") is a negotiated agreement between the contracting parties to exchange a specified amount of currency at a specified future time at a specified rate. The rate can be higher or lower than the spot rate between the currencies that are the subject of the contract. Currency contracts are used to protect against uncertainty in the level of future foreign currency exchange rates or to gain or modify exposure to a particular currency. Hedging the Fund's currency risks involves the risk of mismatching the Fund's objectives under a forward currency contract with the value of securities denominated in a particular currency. Furthermore, such transactions reduce or preclude the opportunity for gain if the value of the currency should move in the direction opposite to the position taken. There is an additional risk to the effect that currency contracts create exposure to currencies in which the Fund's securities are not denominated. Unanticipated changes in currency prices may result in poorer overall performance for the Fund than if it had not entered into such contracts. A



Morgan Stanley Emerging Markets Debt Fund, Inc.

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Notes to Financial Statements (cont'd)

currency 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 (losses) when the currency contract is closed equal to the difference between the value of the currency contract at the time it was opened and the value at the time it was closed.

Financial Accounting Standards Board ("FASB") Accounting Standards Codification™ ("ASC") 815, "Derivatives and Hedging: Overall" ("ASC 815"), is intended to improve financial reporting about derivative instruments by requiring enhanced disclosures to enable investors to better understand how and why the Fund uses derivative instruments, how these derivative instruments are accounted for and their effects on the Fund's financial position and results of operations.

The following table sets forth the fair value of the Fund's derivative contracts by primary risk exposure as of December 31, 2011.

| Primary Risk Exposure | Statement of<br>Assets and<br>Liabilities | Foreign<br>Currency<br>Exchange<br>Contracts<br>(000) |
|-----------------------|---|---|
| <b>Liabilities:</b>   |   |   |
| Currency Risk         | Payables                                  | \$ (2)  |

The following tables set forth by primary risk exposure the Fund's realized gains (losses) and change in unrealized appreciation (depreciation) by type of derivative contract for the year ended December 31, 2011 in accordance with ASC 815.

| Primary Risk Exposure                                   | Realized Gain (Loss)<br>Derivative<br>Type | Value<br>(000) |
|---|--|----------------|
| Currency Risk   | Foreign Currency<br>Exchange Contracts     | \$ 266         |
| Interest Rate Risk                                      | Futures Contracts                          | (529)          |
| Total   |  | \$ (263)       |
| <b>Change in Unrealized Appreciation (Depreciation)</b> |  |                |
| Primary Risk Exposure                                   | Derivative<br>Type                         | Value<br>(000) |
| Currency Risk   | Foreign Currency<br>Exchange Contracts     | \$ (228)       |
| Interest Rate Risk                                      | Futures Contracts                          | 449            |
| Total   |  | \$ 221         |

For the year ended December 31, 2011, the average monthly principal amount of foreign currency exchange contracts was approximately \$14,218,000 and the average monthly original value of futures contracts was approximately \$1,409,000.

**5. Security Lending:** The Fund lends securities to qualified financial institutions, such as broker-dealers, to earn additional income. Any increase or decrease in the fair value of the securities loaned that might occur and any interest earned or dividends declared on those securities during the term of the loan would remain in the Fund. The Fund would receive cash or securities as collateral in an amount equal to or exceeding 100% of the current fair value of the loaned securities. The collateral is marked-to-market daily, by the securities lending agent, to ensure that a minimum of 100% collateral coverage is maintained.

Based on pre-established guidelines, the securities lending agent invests any cash collateral that is received in an affiliated money market portfolio and repurchase agreements. Securities lending income is generated from the earnings on the invested collateral and borrowing fees, less any rebates owed to the borrowers and compensation to the lending agent, and is recorded as "Income from

Morgan Stanley Emerging Markets Debt Fund, Inc.

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Notes to Financial Statements (cont'd)

Securities Loaned Net" in the Fund's Statement of Operations. Risks in securities lending transactions are that a borrower may not provide additional collateral when required or return the securities when due, and that the value of the short-term investments will be less than the amount of cash collateral plus any rebate that is required to be returned to the borrower.

The value of loaned securities and related collateral outstanding at December 31, 2011 were approximately \$16,894,000 and \$17,209,000, respectively. The Fund received cash collateral of approximately \$17,085,000 which was subsequently invested in Repurchase Agreements and Morgan Stanley Institutional Liquidity Funds as reported in the Portfolio of Investments. As of December 31, 2011, there was uninvested cash of approximately \$124,000 which is not reflected in the Portfolio of Investments. The Fund has the right under the lending agreement to recover the securities from the borrower on demand.

**6. Fair Value Measurement:** FASB ASC 820, "Fair Value Measurements and Disclosures" ("ASC 820"), defines fair value as the value that the Fund would receive to sell an investment or pay to transfer a liability in a timely transaction with an independent buyer in the principal market, or in the absence of a principal market the most advantageous market for the investment or liability. ASC 820 establishes a three-tier hierarchy to distinguish between (1) inputs that reflect the assumptions market participants would use in valuing an asset or liability developed based on market data obtained from sources independent of the reporting entity (observable inputs) and (2) inputs that reflect the reporting entity's own assumptions about the assumptions market participants would use in valuing an asset or liability developed based on the best information available in the circumstances (unobservable inputs) and to establish classification of fair value measurements for disclosure purposes. Various inputs are used in determining the value of the Fund's investments. The inputs are summarized in the three broad levels listed below.

- Level 1 unadjusted quoted prices in active markets for identical investments
- Level 2 other significant observable inputs (including quoted prices for similar investments, interest rates, prepayment speeds, credit risk, etc.)
- Level 3 significant unobservable inputs including the Fund's own assumptions in determining the fair value of investments. 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

The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities and the determination of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to each security.

In May 2011, FASB issued Accounting Standards Update ("ASU") 2011-04. The amendments in this update are the results of the work of FASB and the International Accounting Standards Board to develop common requirements for measuring fair value and for disclosing information about fair value measurements, which are effective during interim and annual periods beginning after December 15, 2011. Consequently, these amendments improve the comparability of fair value measurements presented and disclosed in the financial statements prepared in accordance with GAAP and



International Financial Reporting Standards. At this time, the Fund's management is evaluating the implications of ASU 2011-04.

Morgan Stanley Emerging Markets Debt Fund, Inc.

December 31, 2011

Notes to Financial Statements (cont'd)

**7. Indemnifications:** 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.

**8. Other:** Security transactions are accounted for on the date the securities are purchased or sold. Realized gains (losses) on the sale of investment securities are determined on the specific identified cost basis. Interest income is recognized on the accrual basis except where collection is in doubt and is recorded net of foreign withholding tax. Dividend income and distributions are recorded on the ex-dividend date (except certain dividends which may be recorded as soon as the Fund is informed of such dividends) net of applicable withholding taxes.

**B. Investment Advisory Fees:** Morgan Stanley Investment Management Inc. (the "Adviser" or "MS Investment Management") provides investment advisory services to the Fund under the terms of an Investment Advisory and Management Agreement (the "Agreement"). Under the Agreement, 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:** MS Investment Management also serves as Administrator to the Fund pursuant to an Administration Agreement. Under the Administration Agreement, the administration fee is 0.08% of the Fund's average weekly net assets. MS Investment Management has agreed to limit the administration fee through a waiver so that it will be no greater than the previous administration fee (prior to November 1, 2004) 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, 2011, approximately \$128,000 of administration fees were waived pursuant to this arrangement. Under a Sub-Administration Agreement between the Administrator and State Street Bank and Trust Company ("State Street"), State Street provides certain administrative services to the Fund. For such services, the Administrator pays State Street a portion of the fee the Administrator receives from the Fund.

**D. Custodian Fees:** State Street (the "Custodian") and its affiliates serve as Custodian for the Fund. The Custodian holds cash, securities, and other assets of the Fund as required by the 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.

The Fund has entered into an arrangement with its Custodian whereby credits realized on uninvested cash balances were used to offset a portion of the Fund's expenses. If applicable, these custodian credits are shown as "Expense Offset" in the Statement of Operations.

**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. 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.

FASB ASC 740-10 "Income Taxes - Overall" sets forth a minimum threshold for financial statement recognition of the benefit of a tax position taken or expected to be taken in a tax return. Management has concluded there are no significant uncertain tax positions that would require recognition in the financial statements. If applicable, the Fund recognizes interest accrued related to unrecognized tax benefits in "Interest Expense" and penalties in "Other Expenses" in the Statement of Operations. The Fund files tax returns with the U.S. Internal Revenue Service, New York and various states. Each of the tax

Morgan Stanley Emerging Markets Debt Fund, Inc.

December 31, 2011

Notes to Financial Statements (cont'd)

years in the four-year period ended December 31, 2011, remains subject to examination by taxing authorities.

The tax character of distributions paid may differ from the character of distributions shown in the Statements 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 fiscal 2011 and 2010 was as follows:

| <b>2011 Distributions<br/>Paid From:</b> |   | <b>2010 Distributions<br/>Paid From:</b> |   |
|--|---|--|---|
| <b>Ordinary<br/>Income<br/>(000)</b>     | <b>Long-Term<br/>Capital<br/>Gain<br/>(000)</b> | <b>Ordinary<br/>Income<br/>(000)</b>     | <b>Long-Term<br/>Capital<br/>Gain<br/>(000)</b> |
| \$ 14,675                                | \$ 872  | \$ 15,611                                | \$ 7,294  |

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 GAAP. These 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 (losses) on certain investment transactions and the timing of the deductibility of certain expenses.

Permanent differences, primarily due to differing treatments of gains (losses) related to foreign currency transactions, nondeductible expenses, paydown adjustments and basis adjustments for securities sold, resulted in the following reclassifications among the components of net assets at December 31, 2011:

| <b>Undistributed<br/>(Distributions in<br/>Excess of)<br/>Net Investment<br/>Income (Loss)<br/>(000)</b> | <b>Accumulated<br/>Net Realized<br/>Gain (Loss)<br/>(000)</b> | <b>Paid-in<br/>Capital<br/>(000)</b> |
|--|---|--------------------------------------|
| \$ 150   | \$ (135)  | \$ (15)                              |

At December 31, 2011, the components of distributable earnings for the Fund on a tax basis were as follows:

| <b>Undistributed Ordinary<br/>Income<br/>(000)</b> | <b>Undistributed<br/>Long-Term Capital Gain<br/>(000)</b> |
|--|---|
| \$ 37  | \$  |

At December 31, 2011, the U.S. Federal income tax cost basis of investments was approximately \$275,638,000 and, accordingly, net unrealized appreciation for U.S. Federal income tax purposes was \$13,229,000 of which \$17,307,000 related to appreciated securities and \$4,078,000 related to depreciated securities.

On December 22, 2010, the Regulated Investment Company Modernization Act of 2010 (the "Modernization Act") was signed into law. The Modernization Act modernizes several tax provisions related to Regulated Investment Companies ("RICs") and their shareholders. One key change made by the Modernization Act is that capital losses will generally retain their character as short-term or long-term and may be carried forward indefinitely to offset future gains. These losses are utilized before other capital loss carryforwards that expire. Generally, the Modernization Act is effective for taxable years beginning after December 22, 2010.

At December 31, 2011, the Fund had available for Federal income tax purposes capital loss carryforwards which will expire on the indicated dates:

|    | <b>Amount<br/>(000)</b> | <b>Expiration</b> |
|----|-------------------------|-------------------|
| \$ | 1,018                   | December 31, 2015 |
|    | 1,759                   | December 31, 2016 |

To the extent that capital loss carryforwards are used to offset any future capital gains realized during the carryforward period as provided 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.

Morgan Stanley Emerging Markets Debt Fund, Inc.

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Notes to Financial Statements (cont'd)

During the year ended December 31, 2011, the Fund utilized capital loss carryforwards for U.S. Federal income tax purposes of approximately \$882,000.

Capital losses and specified ordinary losses, including currency losses, incurred after October 31 but 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, 2011, the Fund deferred to January 1, 2012 for U.S. Federal income tax purposes the following losses:

| <b>Post-October<br/>Currency And<br/>Specified Ordinary<br/>Losses<br/>(000)</b> | <b>Post-October<br/>Capital Losses<br/>(000)</b> |
|--|--|
|  | \$ 2,480   |

**F. Security Transactions and Transactions with Affiliates:** For the year ended December 31, 2011, purchases and sales of investment securities for the Fund, other than long-term U.S. Government securities and short-term investments, were approximately \$56,324,000 and \$29,790,000. For the year ended December 31, 2011, purchases and sales of long-term U.S. Government securities were approximately \$61,881,000 and \$110,934,000, respectively.

The Fund invests in the Institutional Class of the Morgan Stanley Institutional Liquidity Funds Money Market Portfolio (the "Liquidity Funds"), an open-end management investment company managed by the Adviser, both directly, and as a portion of the securities held as collateral on loaned securities. Investment Advisory fees paid by the Fund are reduced by an amount equal to its pro-rata share of the advisory and administration fees paid by the Fund due to its investment in the Liquidity Funds. For the year ended December 31, 2011, advisory fees paid were reduced by approximately \$13,000 relating to the Fund's investment in the Liquidity Funds.

A summary of the Fund's transactions in shares of the Liquidity Funds during the year ended December 31, 2011 is as follows:

| <b>Value<br/>December 31,<br/>2010<br/>(000)</b> | <b>Purchases<br/>at Cost<br/>(000)</b> | <b>Sales<br/>(000)</b> | <b>Dividend<br/>Income<br/>(000)</b> | <b>Value<br/>December 31,<br/>2011<br/>(000)</b> |
|--|--|------------------------|--------------------------------------|--|
| \$ 33,037  | \$ 111,277                             | \$ 105,586             | \$ 12                                | \$ 38,728  |

**G. Other:** On October 8, 2007, the Fund commenced a share repurchase program for purposes of enhancing stockholder value and reducing the discount at which the Fund's shares trade from their net asset value. During the year ended December 31, 2011, the Fund did not repurchase any of its shares. Since the inception of the program, the Fund has repurchased 1,103,366 of its shares at an average discount of 15.74% from net asset value per share. The Fund expects to continue to repurchase its outstanding shares at such time and in such amounts as it believes will further the accomplishment of the foregoing objectives, subject to review by the Directors.

**H. Results of Annual Meeting of Stockholders (unaudited):** On June 30, 2011, an annual meeting of the Fund's stockholders was held for the purpose of voting on the following matter, the results of which were as follows:

Election of Directors by all stockholders:

|                    | <b>For</b> | <b>Withheld</b> |
|--------------------|------------|-----------------|
| Kathleen A. Dennis | 20,441,881 | 1,544,775       |
| Joseph J. Kearns   | 20,448,025 | 1,538,631       |
| Michael E. Nugent  | 20,416,509 | 1,570,147       |
| Fergus Reid        | 20,423,924 | 1,562,732       |

**I. Federal Income Tax Information (unaudited):** For Federal income tax purposes, the following information is furnished with respect to the distributions paid by the Fund during its taxable year ended December 31, 2011.

The Fund designated and paid \$872,000 as long-term capital gain distribution.

Morgan Stanley Emerging Markets Debt Fund, Inc.

December 31, 2011

Notes to Financial Statements (cont'd)

**For More Information About Portfolio Holdings (unaudited)**

The 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. The semi-annual reports and the annual reports are filed electronically with the Securities and Exchange Commission (SEC) on Form N-CSRS and Form N-CSR, respectively. Morgan Stanley also delivers the semi-annual and annual reports to Fund stockholders and makes these reports available on its public website, [www.morganstanley.com/im](http://www.morganstanley.com/im). 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 stockholders, 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 toll free 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 e-mail address ([publicinfo@sec.gov](mailto:publicinfo@sec.gov)) or by writing the public reference section of the SEC, Washington, DC 20549-0102.

In addition to filing a complete schedule of portfolio holdings with the SEC each fiscal quarter, the Fund makes portfolio holdings information available by periodically providing the information on its public website, [www.morganstanley.com/im](http://www.morganstanley.com/im).

The Fund provides a complete schedule of portfolio holdings on the public website on a calendar-quarter basis approximately 31 calendar days after the close of the calendar quarter. The Fund also provides Top 10 holdings information on the public website approximately 15 business days following the end of each month. You may obtain copies of the Fund's monthly or calendar-quarter website postings, by calling toll free 1(800) 231-2608.

**Proxy Voting Policy 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 toll free 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 web site at [www.sec.gov](http://www.sec.gov).





Morgan Stanley Emerging Markets Debt Fund, Inc.

December 31, 2011

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, 2011, and the related statement of operations for the year then ended, the statements 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. We were not engaged to perform an audit of the Fund's internal control over financial reporting. Our audits included 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, and evaluating the overall financial statement presentation. Our procedures included confirmation of securities owned as of December 31, 2011, by correspondence with the custodian and others. 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, 2011, the results of its operations 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.

Boston, Massachusetts  
February 24, 2012

Morgan Stanley Emerging Markets Debt Fund, Inc.

December 31, 2011

Portfolio Management (unaudited)

The Fund is managed within the Emerging Markets Debt team. The team consists of portfolio managers and analysts. Current members of the team jointly and primarily responsible for the day-to-day management of the Fund's portfolio are Eric J. Baurmeister, and Federico L. Kaune, each a Managing Director of the Adviser.

Mr. Baurmeister has been associated with the Adviser in an investment management capacity since 1997 and began managing the Fund in July 2002. Mr. Kaune has been associated with the Adviser in an investment management capacity since 2002 and began managing the Fund in August 2002.

Morgan Stanley Emerging Markets Debt Fund, Inc.

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Investment Policy (unaudited)

The Fund may use derivative instruments for a variety of purposes, including hedging, risk management, portfolio management or to earn income. Derivatives are financial instruments whose value is based on the value of another underlying asset, interest rate, index or financial instrument. A derivative instrument often has risks similar to its underlying instrument and may have additional risks, including imperfect correlation between the value of the derivative and the underlying instrument, risks of default by the other party to certain transactions, magnification of losses incurred due to changes in the market value of the securities, instruments, indices or interest rates to which they relate, and risks that the transactions may not be liquid. The use of derivatives involves risks that are different from, and possibly greater than, the risks associated with other portfolio investments. Derivatives may involve the use of highly specialized instruments that require investment techniques and risk analyses different from those associated with other portfolio investments. Certain derivative transactions may give rise to a form of leverage. Leverage associated with derivative transactions may cause the Fund to liquidate portfolio positions when it may not be advantageous to do so to satisfy its obligations or to meet earmarking or segregation requirements, pursuant to applicable SEC rules and regulations, or may cause the Fund to be more volatile than if the Fund had not been leveraged. Although the Investment Adviser seeks to use derivatives to further the Fund's investment objectives, there is no assurance that the use of derivatives will achieve this result.

Following is a description of the derivative instruments and techniques that the Fund may use and their associated risks:

*Futures.* In respect to futures, the Fund is subject to equity risk, interest rate risk and foreign currency exchange risk in the normal course of pursuing its investment objectives. A futures contract is a standardized agreement between two parties to buy or sell a specific quantity of an underlying instrument at a specific price at a specific future time. The value of a futures contract tends to increase and decrease in tandem with the value of the underlying instrument. Futures contracts are bilateral agreements, with both the purchaser and the seller equally obligated to complete the transaction. Depending on the terms of the particular contract, futures contracts are settled through either physical delivery of the underlying instrument on the settlement date or by payment of a cash settlement amount on the settlement date. During the period the futures contract is open, payments are received from or made to the broker based upon changes in the value of the contract (the variation margin). The risk of loss associated with a futures contract is in excess of the variation margin reflected as part of "Due from (to) Broker" on the Statement of Assets and Liabilities. A decision as to whether, when and how to use futures involves the exercise of skill and judgment and even a well conceived futures transaction may be unsuccessful because of market behavior or unexpected events. In addition to the derivatives risks discussed above, the prices of futures can be highly volatile, using futures can lower total return, and the potential loss from futures can exceed the Fund's initial investment in such contracts.

*Options.* In respect to options, the Fund is subject to equity risk, interest rate risk and foreign currency exchange risk in the normal course of pursuing its investment objectives. If a Fund buys an option, it buys a legal contract giving it the right to buy or sell a specific amount of the underlying instrument or futures contract on the underlying instrument such as a security, currency or index, at an agreed upon price typically in exchange for a premium paid by the Fund. The Fund may purchase put and call options. Purchasing call options tends to increase the Fund's exposure to the underlying (or similar) instrument. Purchasing put options tends to decrease the Fund's exposure to the underlying (or similar) instrument. When entering into purchased option contracts, the Fund bears the risk of interest or exchange rates or securities prices moving unexpectedly, in which case, the Fund may not achieve the anticipated benefits



Morgan Stanley Emerging Markets Debt Fund, Inc.

December 31, 2011

Investment Policy (unaudited) (cont'd)

of the purchased option contracts; however the risk of loss is limited to the premium paid. Purchased options are reported as part of "Total Investments" on the Statement of Assets and Liabilities. Premium paid for purchasing options which expired are treated as realized losses. If a Fund sells an option, it sells to another party the right to buy from or sell to the Fund a specific amount of the underlying instrument or futures contract on the underlying instrument at an agreed upon price typically in exchange for a premium received by the Fund. The Fund may write call and put options on stock indexes, futures, securities or currencies it owns or in which it may invest. Writing put options tend to increase the Fund's exposure to the underlying instrument. Writing a call options tend to decrease the Fund's exposure to the underlying instruments. When the Fund writes a call or put option, an amount equal to the premium received is recorded as a liability. Any liability recorded is subsequently adjusted to reflect the current value of the options written. Premiums received from writing options which expire are treated as realized gains. Premiums received from writing options which are exercised or are closed are added to or offset against the proceeds or amount paid on the transaction to determine the net realized gain or loss. The Fund as a writer of an option has no control over whether the underlying future, security or currency may be sold (call) or purchased (put) and as a result bears the market risk of an unfavorable change in the price of the future, security or currency underlying the written option. There is the risk the Fund may not be able to enter into a closing transaction because of an illiquid market. A decision as to whether, when and how to use options involves the exercise of skill and judgment and even a well conceived option transaction may be unsuccessful because of market behavior or unexpected events. The prices of options can be highly volatile and the use of options can lower total returns.

*Swaps.* In respect to swaps, the Fund is subject to equity risk, interest rate risk and credit risk in the normal course of pursuing its investment objectives. A swap agreement is an agreement between two parties pursuant to which the parties exchange payments at specified dates on the basis of a specified notional amount, with the payments calculated by reference to specified securities, indexes, reference rates, currencies or other instruments. Most swap agreements provide that when the period payment dates for both parties are the same, the payments are made on a net basis (i.e., the two payment streams are netted out, with only the net amount paid by one party to the other). The Fund's obligations or rights under a swap agreement entered into on a net basis will generally be equal only to the net amount to be paid or received under the agreement, based on the relative values of the positions held by each counterparty. In a zero-coupon interest rate swap, payment only occurs at maturity, at which time one counterparty pays the total compounded fixed rate over the life of the swap and the other pays the total compounded floating rate that would have been earned had a series of floating rate investments been rolled over through the life of the swap. Swap agreements are not entered into or traded on exchanges and there is no central clearing or guaranty function for swaps. Therefore, swaps are subject to credit risk or the risk of default or non-performance by the counterparty. Swaps could result in losses if interest rate or foreign currency exchange rates or credit quality changes are not correctly anticipated by the Fund or if the reference index, security or investments do not perform as expected. When the Fund has an unrealized loss on a swap agreement, the Fund has instructed the custodian to pledge cash or liquid securities as collateral with a value approximately equal to the amount of the unrealized loss. Collateral pledges are monitored and subsequently adjusted if and when the swap valuations fluctuate. Cash collateral is included with "Due from (to) Broker" on the Statement of Assets and Liabilities. Cash collateral has been offset against open swap agreements under the provisions of Financial Accounting Standards Board ("FASB") Accounting Standards Codification<sup>TM</sup> ("ASC") "Balance Sheet" (ASC 210) (formerly known as FIN 39). Offsetting of Amounts Related to Certain Contracts an interpretation of ASC 210-20 (formerly known as APB No. 10 and SFAS 105) and are included within "Swap Agreements, at Value" on the Statement of Assets and Liabilities. For cash collateral received, the Fund pays a



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December 31, 2011

Investment Policy (unaudited) (cont'd)

monthly fee to the counterparty based on the effective rate for Federal Funds. This fee, when paid, is included within realized gain (loss) on swap agreements on the Statement of Operations. The Fund adopted the provisions of the FASB ASC 815-10, "Derivatives and Hedging" ("ASC 815-10") and ASC 460-10, "Guarantees" ("ASC 460-10"). ASC 815-10 and ASC 460-10 requires the seller of credit derivatives to provide additional disclosure about its credit derivatives. The Fund's use of swaps may include those based on the credit of an underlying security and commonly referred to as credit default swaps. Where the Fund is the buyer of a credit default swap agreement, it would be entitled to receive the par (or other agreed-upon) value of a referenced debt obligation from the counterparty to the agreement only in the event of a default by a third party on the debt obligation. If no default occurs, the Fund would have paid to the counterparty a periodic stream of payments over the term of the agreement and received no benefit from the agreement. When the Fund is the seller of a credit default swap agreement, it receives the stream of payments but is obligated to pay upon default of the referenced debt obligation. The current credit rating of each individual issuer is listed in the table following the Portfolio of Investments and serves as an indicator of the current status of the payment/performance risk of the credit derivative. Alternatively, for credit default swaps on an index of credits, the quoted market prices and current values serve as an indicator of the current status of the payment/performance risk of the credit derivative. Generally, lower credit ratings and increasing market values, in absolute terms, represent a deterioration of the credit and a greater likelihood of an adverse credit event of the issuer. Upfront payments received or paid by the Fund will be reflected as an asset or liability on the Statement of Assets and Liabilities.

*Structured Investments.* The Fund also may invest a portion of its assets in structured investments. A structured investment is a derivative security designed to offer a return linked to a particular underlying security, currency or market. Structured investments may come in various forms including notes, warrants and options to purchase securities. The Fund will typically use structured investments to gain exposure to a permitted underlying security, currency or market when direct access to a market is limited or inefficient from a tax or cost standpoint. Investments in structured investments involve risks including counterparty risk and market risk. Holders of structured investments bear risks of the underlying investment and are subject to counterparty risk because the Fund is relying on the creditworthiness of such counterparty and has no rights with respect to the underlying investment. Certain structured investments may be thinly traded or have a limited trading market and may have the effect of increasing the Fund's illiquidity to the extent that the Fund, at a particular point in time, may be unable to find qualified buyers for these securities.

*Foreign Currency Forward Contracts:* In connection with its investments in foreign securities, the Fund also may enter into contracts with banks, brokers or dealers to purchase or sell securities or foreign currencies at a future date ("forward contracts"). A foreign currency forward contract is a negotiated agreement between the contracting parties to exchange a specified amount of currency at a specified future time at a specified rate. The rate can be higher or lower than the spot rate between the currencies that are the subject of the contract. Forward foreign currency exchange contracts may be used to protect against uncertainty in the level of future foreign currency exchange rates or to gain or modify exposure to a particular currency. In addition, the Fund may use cross currency hedging or proxy hedging with respect to currencies in which the Fund has or expects to have portfolio or currency exposure. Cross currency hedges involve the sale of one currency against the positive exposure to a different currency and may be used for hedging purposes or to establish an active exposure to the exchange rate between any two currencies. A currency exchange 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 (losses) when the contract is closed equal to the difference between the value of the contract at the time it was opened and the value at the time it





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was closed. Hedging the Fund's currency risks involves the risk of mismatching the Fund's objectives under a forward or futures contract with the value of securities denominated in a particular currency. Furthermore, such transactions reduce or preclude the opportunity for gain if the value of the currency should move in the direction opposite to the position taken. There is an additional risk to the effect that currency contracts create exposure to currencies in which the Fund's securities are not denominated. Unanticipated changes in currency prices may result in poorer overall performance for the Fund than if it had not entered into such contracts.

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Dividend Reinvestment and Cash Purchase Plan (unaudited)

Pursuant to the Dividend Reinvestment Plan (the Plan), each stockholder will be deemed to have elected, unless Computershare Trust Company, N.A. (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, quarterly, in any amount from \$100 to \$3000, for investment in Fund shares.

Dividend and capital gain distributions (Distribution) 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 or, 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 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 a Distribution 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. 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.  
Computershare Trust Company, N.A.  
P.O. Box 43078  
Providence, Rhode Island 02940-3078  
1(800) 231-2608

Morgan Stanley Emerging Markets Debt Fund, Inc.

December 31, 2011

U.S. Privacy Policy (unaudited)

## **An Important Notice Concerning Our U.S. Privacy Policy**

*This privacy notice describes the U.S. privacy policy of Morgan Stanley Distribution, Inc., and the Morgan Stanley family of mutual funds ("us", "our", "we").*

We are required by federal law to provide you with notice of our U.S. privacy policy ("Policy"). This Policy applies to both our current and former clients unless we state otherwise and is intended for individual clients who purchase products or receive services from us for personal, family or household purposes. This Policy is not applicable to partnerships, corporations, trusts or other non-individual clients or account holders, nor is this Policy applicable to individuals who are either beneficiaries of a trust for which we serve as trustee or participants in an employee benefit plan administered or advised by us. This Policy is, however, applicable to individuals who select us to be a custodian of securities or assets in individual retirement accounts, 401(k) accounts, or accounts subject to the Uniform Gifts to Minors Act.

This notice sets out our business practices to protect your privacy; how we collect and share personal information about you; and how you can limit our sharing or certain uses by others of this information. We may amend this Policy at any time, and will inform you of any changes to our Policy as required by law.

## **We Respect Your Privacy**

We appreciate that you have provided us with your personal financial information and understand your concerns about your information. We strive to safeguard the information our clients entrust to us. Protecting the confidentiality and security of client information is an important part of how we conduct our business.

This notice describes what personal information we collect about you, how we collect it, when we may share it with others, and how certain others may use it. It discusses the steps you may take to limit our sharing of certain information about you with our affiliated companies, including, but not limited to our affiliated banking businesses, brokerage firms and credit service affiliates. It also discloses how you may limit our affiliates' use of shared information for marketing purposes.

Throughout this Policy, we refer to the nonpublic information that personally identifies you as "personal information." We also use the term "affiliated company" in this notice. An affiliated company is a company in our family of companies and includes companies with the Morgan Stanley name. These affiliated companies are financial institutions such as broker-dealers, banks, investment advisers and credit card issuers. We refer to any company that is not an affiliated company as a nonaffiliated third party. For purposes of Section 5 of this notice, and your ability to limit certain uses of personal information by our affiliates, this notice applies to the use of personal information by our affiliated companies.

### **1. What Personal Information Do We Collect From You?**

We may collect the following types of information about you: (i) information provided by you, including information from applications and other forms we receive from you, (ii) information about your transactions with us or our affiliates, (iii) information



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U.S. Privacy Policy (unaudited) (cont'd)

about your transactions with nonaffiliated third parties, (iv) information from consumer reporting agencies, (v) information obtained from our websites, and (vi) information obtained from other sources. For example:

- We collect information such as your name, address, e-mail address, telephone/fax numbers, assets, income and investment objectives through applications and other forms you submit to us.
- We may obtain information about account balances, your use of account(s) and the types of products and services you prefer to receive from us through your dealings and transactions with us and other sources.
- We may obtain information about your creditworthiness and credit history from consumer reporting agencies.
- We may collect background information from and through third-party vendors to verify representations you have made and to comply with various regulatory requirements.

## 2. When Do We Disclose Personal Information We Collect About You?

*We may disclose personal information we collect about you in each of the categories listed above to affiliated and nonaffiliated third parties.*

**a. Information We Disclose to Affiliated Companies.** We may disclose personal information that we collect about you to our affiliated companies to manage your account(s) effectively, to service and process your transactions, and to let you know about products and services offered by us and affiliated companies, to manage our business, and as otherwise required or permitted by law. Offers for products and services from affiliated companies are developed under conditions designed to safeguard your personal information.

**b. Information We Disclose to Third Parties.** We may disclose personal information that we collect about you to nonaffiliated third parties to provide marketing services on our behalf or to other financial institutions with whom we have joint marketing agreements. We may also disclose all of the information we collect to other nonaffiliated third parties for our everyday business purposes, such as to process transactions, maintain account(s), respond to court orders and legal investigations, report to credit bureaus, offer our own products and services, protect against fraud, for institutional risk control, to perform services on our behalf, and as otherwise required or permitted by law.

When we share personal information about you with a nonaffiliated third party, they are required to limit their use of personal information about you to the particular purpose for which it was shared and they are not allowed to share personal information about you with others except to fulfill that limited purpose or as may be permitted or required by law.

## 3. How Do We Protect The Security and Confidentiality Of Personal Information We Collect About You?

We maintain physical, electronic and procedural security measures that comply with applicable law and regulations to help safeguard the personal information we collect about you. We have internal policies governing the proper handling of client information by



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employees. Third parties that provide support or marketing services on our behalf may also receive personal information about you, and we require them to adhere to appropriate security standards with respect to such information.

#### **4. How Can You Limit Our Sharing Certain Personal Information About You With Our Affiliated Companies For Eligibility Determination?**

By following the opt-out procedures in Section 6, below, you may limit the extent to which we share with our affiliated companies, personal information that was collected to determine your eligibility for products and services such as your credit reports and other information that you have provided to us or that we may obtain from third parties ("eligibility information"). Eligibility information does not include your identification information or personal information pertaining to our transactions or experiences with you. Please note that, even if you direct us not to share eligibility information with our affiliated companies, we may still share your personal information, including eligibility information, with our affiliated companies under circumstances that are permitted under applicable law, such as to process transactions or to service your account.

#### **5. How Can You Limit the Use of Certain Personal Information About You by Our Affiliated Companies for Marketing?**

By following the opt-out instructions in Section 6, below, you may limit our affiliated companies from marketing their products or services to you based on personal information we disclose to them. This information may include, for example, your income and account history with us. Please note that, even if you choose to limit our affiliated companies from using personal information about you that we may share with them for marketing their products and services to you, our affiliated companies may use your personal information that they obtain from us to market to you in circumstances permitted by law, such as if the affiliated party has its own relationship with you.

#### **6. How Can You Send Us an Opt-Out Instruction?**

If you wish to limit our sharing of eligibility information about you with our affiliated companies, or our affiliated companies' use of personal information for marketing purposes, as described in this notice, you may do so by:

- Calling us at (800) 548-7786  
Monday - Friday between 8a.m. and 5p.m. (EST)

- Writing to us at the following address:

Morgan Stanley Services Company Inc.  
c/o Privacy Coordinator  
201 Plaza Two, 3rd Floor  
Jersey City, New Jersey 07311

If you choose to write to us, your request should include: your name, address, telephone number and account number(s) to which the opt-out applies and whether you are opting out with respect to sharing of eligibility



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information (Section 4 above), or information

Morgan Stanley Emerging Markets Debt Fund, Inc.

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used for marketing (Section 5 above), or both. Written opt-out requests should not be sent with any other correspondence. In order to process your request, we require that the request be provided by you directly and not through a third party. Once you have informed us about your privacy preferences, your opt-out preference will remain in effect with respect to this Policy (as it may be amended) until you notify us otherwise. If you are a joint account owner, we will accept instructions from any one of you and apply those instructions to the entire account.

Please understand that if you limit our sharing or our affiliated companies' use of personal information, you and any joint account holder(s) may not receive information about our affiliated companies' products and services, including products or services that could help you manage your financial resources and achieve your investment objectives.

If you have more than one account or relationship with us, please specify the accounts to which you would like us to apply your privacy choices. If you have accounts or relationships with our affiliates, you may receive multiple privacy policies from them, and will need to separately notify those companies of your privacy choices for those accounts or relationships.

#### **7. What if an affiliated company becomes a nonaffiliated third party?**

If, at any time in the future, an affiliated company becomes a nonaffiliated third party, further disclosures of personal information made to the former affiliated company will be limited to those described in Section 2(b) above relating to nonaffiliated third parties. If you elected under Section 6 to limit disclosures we make to affiliated companies, or use of personal information by affiliated companies, your election will not apply to use by any former affiliated company of your personal information in their possession once it becomes a nonaffiliated third party.

#### **SPECIAL NOTICE TO RESIDENTS OF VERMONT**

**The following section supplements our Policy with respect to our individual clients who have a Vermont address and supersedes anything to the contrary in the above Policy with respect to those clients only.**

The State of Vermont requires financial institutions to obtain your consent prior to sharing personal information that they collect about you with nonaffiliated third parties, or eligibility information with affiliated companies, other than in certain limited circumstances. Except as permitted by law, we will not share personal information we collect about you with nonaffiliated third parties or eligibility information with affiliated companies, unless you provide us with your written consent to share such information.

#### **SPECIAL NOTICE TO RESIDENTS OF CALIFORNIA**

**The following section supplements our Policy with respect to our individual clients who have a California address and supersedes anything to the contrary in the above Policy with respect to those clients only.**

In response to a California law, if your account has a California home address, your personal information will not be disclosed to nonaffiliated third parties except as permitted by applicable California law, and we will limit sharing such personal information with our affiliates to comply with California privacy laws that apply to us.





Morgan Stanley Emerging Markets Debt Fund, Inc.

December 31, 2011

Director and Officer Information (unaudited)

Independent Directors:

| Name, Age and Address   | Position(s) of Held Length of Time Served* | Principal Occupation(s) During Past 5 Years  | Number of Portfolios in Fund Complex Overseen by Independent Director** | Other Directorships Held by Independent Director***  |
|---|--|--|---|--|
| Frank L. Bowman (67)<br>c/o Kramer Levin Naftalis & Frankel LLP<br>Counsel to the Independent Directors<br>1177 Avenue of the Americas<br>New York, NY<br>10036 | Director since August 2006                 | President, Strategic Decisions, LLC (consulting) (since February 2009); Director or Trustee of various Morgan Stanley Funds (since August 2006); Chairperson of the Insurance Sub-Committee of the Compliance and Insurance Committee (since February 2007); served as President and Chief Executive Officer of the Nuclear Energy Institute (policy organization) (February 2005-November 2008); retired as Admiral, U.S. Navy after serving over 38 years on active duty including 8 years as Director of the Naval Nuclear Propulsion Program in the Department of the Navy and the U.S. Department of Energy (1996-2004); served as Chief of Naval Personnel (July 1994-September 1996) and on the Joint Staff as Director of Political Military Affairs (June 1992-July 1994); Knighted as Honorary Knight Commander of the Most Excellent Order of the British Empire; Awarded the Officer de l'Orde National du Mérite by the French Government; elected to the | 102   | Director of BP p.l.c.; Director of Naval and Nuclear Technologies LLP; Director of the Armed Services YMCA of the USA and the Naval Submarine League; Director of the American Shipbuilding Suppliers Association; Member of the National Security Advisory Council of the Center for U.S. Global Engagement and a member of the CNA Military Advisory Board; Member of the American Lung Association's President's Council. |

National Academy of Engineering  
(2009).

|  |                              |  |  |
|--|------------------------------|--|--|
| Michael Bozic<br>(71)<br>c/o<br>Kramer<br>Levin<br>Naftalis<br>&<br>Frankel<br>LLP<br>Counsel<br>to the<br>Independent<br>Directors<br>1177<br>Avenue<br>of the<br>Americas<br>New<br>York,<br>NY<br>10036 | Director since<br>April 1994 | Private investor; Chairperson of the<br>Compliance and Insurance<br>Committee (since October 2006);<br>Director or Trustee of various<br>Morgan Stanley Funds (since April<br>1994); formerly, Chairperson of the<br>Insurance Committee (July<br>2006-September 2006); Vice<br>Chairman of Kmart Corporation<br>(December 1998-October 2000),<br>Chairman and Chief Executive<br>Officer of Levitz Furniture<br>Corporation (November<br>1995-November 1998) and<br>President and Chief Executive<br>Officer of Hills Department Stores<br>(May 1991-July 1995); variously<br>Chairman, Chief Executive Officer,<br>President and Chief Operating<br>Officer (1987-1991) of the Sears<br>Merchandise Group of Sears,<br>Roebuck & Co. | 104 Director of various business<br>organizations. |
|--|------------------------------|--|--|

Morgan Stanley Emerging Markets Debt Fund, Inc.

December 31, 2011

Director and Officer Information (unaudited) (cont'd)

Independent Directors (cont'd):

| Name,<br>Age<br>and<br>Address   | Position(s)<br>of Held | Length of<br>Time<br>Served* | Principal Occupation(s) During<br>Past 5 Years  | Number<br>of<br>Portfolios<br>in<br>Fund<br>Complex<br>Overseen<br>by<br>Independent<br>Director** | Other Directorships Held by<br>Independent Director*** |
|--|------------------------|------------------------------|---|--|--|
| Kathleen A. Dennis (58)<br>c/o<br>Kramer<br>Levin<br>Naftalis<br>&<br>Frankel<br>LLP<br>Counsel<br>to the<br>Independent<br>Directors<br>1177<br>Avenue<br>of the<br>Americas<br>New<br>York,<br>NY<br>10036 | Director               | Since<br>August<br>2006      | President, Cedarwood Associates<br>(mutual fund and investment<br>management consulting) (since<br>July 2006); Chairperson of the<br>Money Market and Alternatives<br>Sub-Committee of the Investment<br>Committee (since October 2006)<br>and Director or Trustee of various<br>Morgan Stanley Funds (since<br>August 2006); formerly, Senior<br>Managing Director of Victory<br>Capital Management (1993-2006). | 102  | Director of various non-profit<br>organizations.       |
| Dr. Manuel H. Johnson (63)<br>c/o<br>Johnson   | Director               | Since<br>July 1991           | Senior Partner, Johnson Smick<br>International, Inc. (consulting firm);<br>Chairperson of the Investment<br>Committee (since October 2006)<br>and Director or Trustee of various<br>Morgan Stanley Funds (since July<br>1991); Co-Chairman and a founder  | 104  | Director of NVR, Inc. (home<br>construction).          |

Smick  
Group,  
Inc.  
888  
16th  
Street,  
N.W.  
Suite  
740  
Washington,  
D.C.  
20006

of the Group of Seven Council  
(G7C) (international economic  
commission); formerly,  
Chairperson of the Audit  
Committee (July 1991-September  
2006), Vice Chairman of the Board  
of Governors of the Federal  
Reserve System and Assistant  
Secretary of the U.S. Treasury.

Joseph Director since  
J. August  
Kearns 1994  
(69)  
c/o  
Kearns  
&  
Associates  
LLC  
PMB754  
22631  
Pacific  
Coast  
Highway  
Malibu,  
CA  
90265

President, Kearns & Associates  
LLC (investment consulting);  
Chairperson of the Audit  
Committee (since October 2006)  
and Director or Trustee of various  
Morgan Stanley Funds (since  
August 1994); formerly, Deputy  
Chairperson of the Audit  
Committee (July 2003-September  
2006) and Chairperson of the Audit  
Committee of various Morgan  
Stanley Funds (since August  
1994); CFO of the J. Paul Getty  
Trust.

105 Director of Electro Rent  
Corporation (equipment leasing)  
and The Ford Family Foundation.



Morgan Stanley Emerging Markets Debt Fund, Inc.

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Director and Officer Information (unaudited) (cont'd)

Independent Directors (cont'd):

| Name,<br>Age<br>and<br>Address   | Position<br>(if held<br>of<br>Independent<br>Director) | Length<br>of<br>Time<br>Served* | Principal Occupation(s)<br>During Past 5 Years   | Number<br>of<br>Portfolios<br>in<br>Fund<br>Complex<br>Overseen<br>by<br>Independent<br>Director** | Other Directorships Held by<br>Independent Director***   |
|--|--|---------------------------------|--|--|--|
| Michael F. Klein (53)<br>c/o<br>Kramer<br>Levin<br>Naftalis<br>&<br>Frankel<br>LLP<br>Counsel<br>to<br>the<br>Independent<br>Directors<br>1177<br>Avenue<br>of<br>the<br>Americas<br>New<br>York,<br>NY<br>10036 | Director   | Since<br>August<br>2006         | Managing Director, Aetos<br>Capital, LLC (since March<br>2000) and Co-President,<br>Aetos Alternatives<br>Management, LLC (since<br>January 2004);<br>Chairperson of the Fixed<br>Income Sub-Committee of<br>the Investment Committee<br>(since October 2006) and<br>Director or Trustee of<br>various Morgan Stanley<br>Funds (since August<br>2006); formerly, Managing<br>Director, Morgan Stanley<br>& Co. Inc. and Morgan<br>Stanley Dean Witter<br>Investment Management,<br>President, various Morgan<br>Stanley Funds (June<br>1998-March 2000) and<br>Principal, Morgan Stanley<br>& Co. Inc. and Morgan<br>Stanley Dean Witter<br>Investment Management<br>(August 1997-December<br>1999). | 102  | Director of certain investment funds managed or<br>sponsored by Aetos Capital, LLC. Director of<br>Sanitized AG and Sanitized Marketing AG<br>(specialty chemicals). |
| Michael E. Nugent  | Chairman of the<br>Boards                              | Chairman of the<br>Boards       | General Partner, Triumph<br>Capital, L.P. (private<br>investment partnership);   | 104  | None.  |

|  |  |   |
|--|--|---|
| <p>(75) Board since<br/>c/o and July<br/>Triumph Direc 2006<br/>Capital, and<br/>L.P. Director<br/>445 since<br/>Park July<br/>Avenue 1991<br/>New<br/>York,<br/>NY<br/>10022</p>  | <p>Chairperson of the Boards<br/>of various Morgan Stanley<br/>Funds (since July 2006);<br/>Director or Trustee of<br/>various Morgan Stanley<br/>Funds (since July 1991);<br/>formerly, Chairperson of<br/>the Insurance Committee<br/>(until July 2006).</p>   |   |
| <p>W. Direct Since<br/>Allen August<br/>Reed 2006<br/>(64)<br/>c/o<br/>Kramer<br/>Levin<br/>Naftalis<br/>&amp;<br/>Frankel<br/>LLP<br/>Counsel<br/>to<br/>the<br/>Independent<br/>Directors<br/>1177<br/>Avenue<br/>of<br/>the<br/>Americas<br/>New<br/>York,<br/>NY<br/>10036</p> | <p>Chairperson of the Equity<br/>Sub-Committee of the<br/>Investment Committee<br/>(since October 2006) and<br/>Director or Trustee of<br/>various Morgan Stanley<br/>Funds (since August<br/>2006); formerly, President<br/>and CEO of General<br/>Motors Asset<br/>Management; Chairman<br/>and Chief Executive<br/>Officer of the GM Trust<br/>Bank and Corporate Vice<br/>President of General<br/>Motors Corporation<br/>(August 1994-December<br/>2005).</p> | <p>102 Director of Temple-Inland Industries (packaging<br/>and forest products); Director of Legg Mason, Inc.<br/>and Director of the Auburn University Foundation.</p> |
| <p>Fergus Direct Since<br/>Reid June<br/>(79) 1992<br/>c/o<br/>Joe<br/>Pietryka,<br/>Inc.<br/>85<br/>Charles<br/>Colman<br/>Blvd.<br/>Pawling,<br/>NY</p>  | <p>Chairman, Joe Pietryka,<br/>Inc.; Chairperson of the<br/>Governance Committee<br/>and Director or Trustee of<br/>various Morgan Stanley<br/>Funds (since June 1992).</p>  | <p>105 Trustee and Director of certain investment<br/>companies in the JPMorgan Funds complex<br/>managed by JP Morgan Investment Management<br/>Inc.</p>               |

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Morgan Stanley Emerging Markets Debt Fund, Inc.

December 31, 2011

Director and Officer Information (unaudited) (cont'd)

Interested Director:

| Name,<br>Age<br>and<br>Address  | Position(s)<br>of Held | Length of<br>Time Served* | Principal Occupation(s) During<br>Past 5 Years  | Number<br>of<br>Portfolios<br>in<br>Fund<br>Complex<br>Overseen<br>by<br>Interested<br>Director** | Other Directorships Held by<br>Interested Director***  |
|---|------------------------|---------------------------|---|---|--|
| James F. Higgins<br>(64)<br>c/o<br>Morgan<br>Stanley<br>Services<br>Company<br>Inc.<br>Harborside<br>Financial<br>Center<br>201<br>Plaza<br>Two<br>Jersey<br>City,<br>NJ<br>07311 | Director               | Since<br>June 2000        | Director or Trustee of various<br>Morgan Stanley Funds (since June<br>2000); Senior Advisor of Morgan<br>Stanley (since August 2000). | 103   | Director of AXA Financial, Inc. and<br>The Equitable Life Assurance<br>Society of the United States<br>(financial services). |

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

\*\* The Fund Complex includes (as of December 31, 2011) all open-end and closed-end funds (including all of their portfolios) advised by Morgan Stanley Investment Management Inc. (the "Adviser") and any funds that have an adviser that is an affiliated person of the Adviser (including, but not limited to, Morgan Stanley AIP GP LP).

\*\*\* This includes any directorships at public companies and registered investment companies held by the Director at any time during the past five years.

Morgan Stanley Emerging Markets Debt Fund, Inc.

December 31, 2011

Director and Officer Information (unaudited) (cont'd)

Executive Officers:

| Name,<br>Age and<br>Address of<br>Executive<br>Officer   | Position(s)<br>Held with<br>Registrant   | Length of<br>Time Served* | Principal Occupation(s) During Past 5 Years  |
|--|--|---------------------------|--|
| Arthur Lev<br>(50)<br>522 Fifth<br>Avenue<br>New York,<br>NY 10036   | President and<br>Principal<br>Executive Officer<br>Equity and<br>Fixed Income<br>Funds | Since<br>June 2011        | President and Principal Executive Officer (since June 2011) of the Equity and Fixed Income Funds in the Fund Complex; Head of the Long Only Business of Morgan Stanley Investment Management (since February 2011); Managing Director of the Adviser and various entities affiliated with the Adviser (since December 2006). Formerly, Chief Strategy Officer of Morgan Stanley Investment Management's Traditional Asset Management business (November 2010-February 2011); General Counsel of Morgan Stanley Investment Management (December 2006-October 2010); Partner and General Counsel of FrontPoint Partners LLC (July 2002-December 2006); Managing Director and General Counsel of Morgan Stanley Investment Management (May 2000-June 2002). |
| Mary Ann<br>Picciotto<br>(38)<br>c/o<br>Morgan<br>Stanley<br>Services<br>Company<br>Inc.<br>Harborside<br>Financial<br>Center<br>201 Plaza<br>Two<br>Jersey<br>City, NJ<br>07311 | Chief<br>Compliance<br>Officer   | Since<br>May 2010         | Managing Director of the Adviser and various entities affiliated with the Adviser; Chief Compliance Officer of various Morgan Stanley Funds (since May 2010); Chief Compliance Officer of the Adviser (since April 2007).  |
| Stefanie<br>V. Chang<br>Yu (45)  | Vice President   | Since<br>December 1997    | Managing Director of the Adviser and various entities affiliated with the Adviser; Vice President of various Morgan Stanley Funds (since December 1997).   |

522 Fifth  
Avenue  
New York,  
NY 10036

|  |   |  |  |
|--|---|--|--|
| Francis J. Smith (46)<br>c/o<br>Morgan Stanley Services Company Inc.<br>Harborside Financial Center<br>201 Plaza Two<br>Jersey City, NJ<br>07311 | Treasurer and Principal Financial Officer | Treasurer since July 2003 and Principal Financial Officer since September 2002 | Executive Director of the Adviser and various entities affiliated with the Adviser; Treasurer and Principal Financial Officer of various Morgan Stanley Funds (since July 2003). |
|--|---|--|--|

|  |           |                 |  |
|--|-----------|-----------------|--|
| Mary E. Mullin (44)<br>522 Fifth Avenue<br>New York,<br>NY 10036 | Secretary | Since June 1999 | Executive Director of the Adviser and various entities affiliated with the Adviser; Secretary of various Morgan Stanley Funds (since June 1999). |
|--|-----------|-----------------|--|

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

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Item 2. Code of Ethics.

(a) The Trust/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 Trust/Fund or a third party.

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

(c) Not applicable.

(d) Not applicable.

(e) Not applicable.

(f)

(1) The Trust/Fund s Code of Ethics is attached hereto as Exhibit 12 A.

(2) Not applicable.

(3) Not applicable.

Item 3. Audit Committee Financial Expert.

The Fund s Board of Trustees has determined that Joseph J. Kearns, an independent Trustee, is an audit committee financial expert serving on its audit committee. 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 Trustees 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:

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2011

|                             | Registrant  | Covered Entities(1) |
|-----------------------------|-------------|---------------------|
| <b>Audit Fees</b>           | \$ 88,700   | N/A                 |
| <b>Non-Audit Fees</b>       |             |                     |
| <b>Audit-Related Fees</b>   | \$ (2)      | \$ (2)              |
| <b>Tax Fees</b>             | \$ 3,380(3) | \$ 89,626(3)        |
| <b>All Other Fees</b>       | \$          | \$ 1,133,094(4)     |
| <b>Total Non-Audit Fees</b> | \$ 3,380    | \$ 1,222,720        |
| <b>Total</b>                | \$ 92,080   | \$ 1,222,720        |

2010

|                             | Registrant  | Covered Entities(1) |
|-----------------------------|-------------|---------------------|
| <b>Audit Fees</b>           | \$ 88,700   | N/A                 |
| <b>Non-Audit Fees</b>       |             |                     |
| <b>Audit-Related Fees</b>   | \$ (2)      | \$ (2)              |
| <b>Tax Fees</b>             | \$ 3,380(3) | \$ 199,783(3)       |
| <b>All Other Fees</b>       | \$          | \$ 90,520(4)        |
| <b>Total Non-Audit Fees</b> | \$ 3,380    | \$ 290,303          |
| <b>Total</b>                | \$ 92,080   | \$ 290,303          |

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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 data verification and agreed-upon procedures related to asset securitizations and agreed-upon procedures engagements.
- (3) Tax Fees represent tax compliance, tax planning and tax advice services provided in connection with the preparation and review of the Registrant's tax returns.
- (4) Tax Fees represent tax compliance, tax planning and tax advice services provided in connection with the review of Covered Entities' tax returns.
- (5) All other fees represent project management for future business applications and improving business and operational processes.
-

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

**APPENDIX A**

**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)**

**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.

(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.

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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.

## **2. 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.

## **3. 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).

## **4. 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).

## **5. 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).

## **6. 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).

## **7. 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.



**8. 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

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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.

## **9. 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.

## **10. 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

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Morgan Stanley Investment Management Company

Morgan Stanley Services Company, Inc.

Morgan Stanley Distributors Inc.

Morgan Stanley Trust FSB

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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 Trustees 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:

Joseph Kearns, Michael Nugent and Allen Reed.

(b) Not applicable.

Item 6.

(a) See Item 1.

(b) Not applicable.

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

The Fund/Trust invests in exclusively non-voting securities and therefore this item is not applicable.

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

**Morgan Stanley Emerging Markets Debt Fund, Inc.**

**FUND MANAGEMENT**

The Fund is managed by members of the Emerging Markets Debt team. The team consists of portfolio managers and analysts. Current members of the team jointly and primarily responsible for the day-to-day management of the Fund's portfolio are Eric J. Baurmeister and Federico L. Kaune, each a Managing Director of the Adviser. Mr. Baurmeister has been associated with the Adviser in an investment management capacity since 1997 and joined the team managing the Fund in July 2002. Mr. Kaune has been associated with the Adviser in an investment management capacity since 2002 and joined the team managing the Fund in August 2002.

The composition of the team may change without notice from time to time.

**OTHER ACCOUNTS MANAGED BY THE PORTFOLIO MANAGERS**

The following information is as of December 31, 2011:

Mr. Baurmeister managed six registered investment companies with a total of approximately \$2.4 billion in assets; 13 pooled investment vehicles other than registered investment companies with approximately \$1.7 billion in assets; and 13 other accounts with a total of approximately \$4.4 billion in assets. Of these other accounts, one account with a total of approximately \$174.9 million in assets, had performance based fees.

Mr. Kaune managed six registered investment companies with a total of approximately \$2.4 billion in assets; 13 pooled investment vehicles other than registered investment companies with approximately \$1.7 billion in assets; and 13 other accounts with a total of approximately \$4.4 billion in assets. Of these other accounts, one account with a total of approximately \$174.9 million in assets, had performance based fees.

Because the portfolio managers manage assets for other investment companies, pooled investment vehicles and/or other accounts (including institutional clients, pension plans and certain high net worth individuals), there may be an incentive to favor one client over another resulting in conflicts of interest. For instance, the Adviser may receive fees from certain accounts that are higher than the fee it receives from the Fund, or it may receive a performance-based fee on certain accounts. In those instances, the portfolio manager may have an incentive to favor the higher

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and/or performance-based fee accounts over the Fund. In addition, a conflict of interest could exist to the extent the Adviser has proprietary investments in certain accounts, where portfolio managers have personal investments in certain accounts or when certain accounts are investment options in the Adviser's employee benefits and/or deferred compensation plans. The portfolio managers may have an incentive to favor these accounts over others. If the Adviser manages accounts that engage in short sales of securities of the type in which the Fund invests, the Adviser could be seen as harming the performance of the Fund for the benefit of the accounts engaging in short sales if the short sales cause the market value of the securities to fall. The Adviser has adopted trade allocation and other policies and procedures that it believes are reasonably designed to address these and other conflicts of interest.

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## PORTFOLIO MANAGER COMPENSATION STRUCTURE

Portfolio managers receive a combination of base compensation and discretionary compensation, comprising a cash bonus and several deferred compensation programs described below. The methodology used to determine portfolio manager compensation is applied across all funds/accounts managed by the portfolio managers.

**BASE SALARY COMPENSATION.** Generally, portfolio managers receive base salary compensation based on the level of their position with the Adviser.

**DISCRETIONARY COMPENSATION.** In addition to base compensation, portfolio managers may receive discretionary compensation.

Discretionary compensation can include:

- Cash Bonus.
- Morgan Stanley's Long Term Incentive Compensation awards - a mandatory program that defers a portion of discretionary year-end compensation into restricted stock units or other awards based on Morgan Stanley common stock or other plans that are subject to vesting and other conditions. All long term incentive compensation awards are subject to clawback provisions where awards can be cancelled if an employee takes any action, or omits to take any action which; causes a restatement of Morgan Stanley's consolidated financial results; or constitutes a violation of Morgan Stanley's risk policies and standards.
- Investment Management Alignment Plan (IMAP) awards - a mandatory program that defers a portion of discretionary year-end compensation and notionally invests it in designated funds advised by the Adviser or its affiliates. The award is subject to vesting and other conditions. Portfolio managers must notionally invest a minimum of 25% to a maximum of 100% of their IMAP deferral account into a combination of the designated funds they manage that are included in the IMAP fund menu, which may or may not include the Fund. In addition to the clawbacks listed above for long term incentive compensation awards, the provision on IMAP awards is further strengthened such that it may also be triggered if any employee's actions cause substantial financial loss on a trading strategy, investment, commitment or other holding provided that previous gains on those position were relevant to the employees' prior year compensation decisions.
- Voluntary Deferred Compensation Plans - voluntary programs that permit certain employees to elect to defer a portion of their discretionary year-end compensation and notionally invest the deferred amount across a range of designated investment funds, which may include funds advised by the Adviser or its affiliates.

Several factors determine discretionary compensation, which can vary by portfolio management team and circumstances. These factors include:



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- Revenues generated by the investment companies, pooled investment vehicles and other accounts managed by the portfolio manager.
  - The investment performance of the funds/accounts managed by the portfolio manager.
  - Contribution to the business objectives of the Adviser.
  - The dollar amount of assets managed by the portfolio manager.
  - Market compensation survey research by independent third parties.
  - Other qualitative factors, such as contributions to client objectives.
-

- Performance of Morgan Stanley and Morgan Stanley Investment Management, and the overall performance of the investment team(s) of which the portfolio manager is a member.

SECURITIES OWNERSHIP OF PORTFOLIO MANAGERS

As of December 31, 2011, the portfolio managers did not own any shares of the Fund.

Item 9. Closed-End Fund Repurchases

**REGISTRANT PURCHASE OF EQUITY SECURITIES**

| <b>Period</b>         | <b>(a) Total Number of Shares (or Units) Purchased</b> | <b>(b) Average Price Paid per Share (or Unit)</b> | <b>(c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs</b> | <b>(d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs</b> |
|-----------------------|--|---|--|--|
| mo-da-year mo-da-year |  |   | N/A  | N/A  |
| mo-da-year mo-da-year |  |   | N/A  | N/A  |
| mo-da-year mo-da-year |  |   | N/A  | N/A  |
| mo-da-year mo-da-year |  |   | N/A  | N/A  |
| mo-da-year mo-da-year |  |   | N/A  | N/A  |
| mo-da-year mo-da-year |  |   | N/A  | N/A  |
| mo-da-year mo-da-year |  |   | N/A  | N/A  |
| mo-da-year mo-da-year |  |   | N/A  | N/A  |
| mo-da-year mo-da-year |  |   | N/A  | N/A  |
| mo-da-year mo-da-year |  |   | N/A  | N/A  |
| mo-da-year mo-da-year |  |   | N/A  | N/A  |
| mo-da-year mo-da-year |  |   | N/A  | N/A  |
| mo-da-year mo-da-year |  |   | N/A  | N/A  |
| Total                 |  |   | N/A  | N/A  |

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

Not applicable.

Item 11. Controls and Procedures

(a) The Trust s/Fund s principal executive officer and principal financial officer have concluded that the Trust s/Fund s disclosure controls and procedures are sufficient to ensure that information required to be disclosed by the Trust/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 second fiscal quarter of the period covered by this 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.

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**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.

Morgan Stanley Emerging Markets Debt Fund, Inc.

/s/ Arthur Lev  
Arthur Lev  
Principal Executive Officer  
February 15, 2012

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.

/s/ Arthur Lev  
Arthur Lev  
Principal Executive Officer  
February 15, 2012

/s/ Francis Smith  
Francis Smith  
Principal Financial Officer  
February 15, 2012

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