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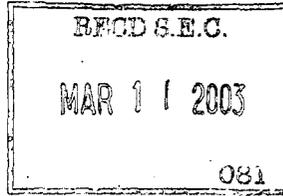


**AMERICAN STOCK EXCHANGE**  
Equities Options ETFs

*CERT Amx*

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March 10, 2003

Ms. Willie Mae Stroud  
Filer Support - 2  
Room 1004, Mail Stop 1-4  
Office of Filing Information & Consumer Services  
Division of Market Regulation  
Securities and Exchange Commission  
Judiciary Plaza  
450 Fifth Street, NW  
Washington, D.C. 20549

**PROCESSED**

**MAR 17 2003**

**THOMSON FINANCIAL**

Dear Ms. Stroud:

This is to certify that the American Stock Exchange, Inc. (the "Exchange") received from Morgan Stanley (the "Registrant") a copy of the Company's application on Form 8-A for the registration of the following security:

Medium-Term Notes, Series C  
Market Participation Securities ("MPS")  
(Linked to the Morgan Stanley Technology Index)  
due June 15, 2010

We further certify that the above security has been approved by the Exchange for listing and registration, upon official notice of issuance, and understand that the 8A will be immediately effective upon your receipt of this letter.

Sincerely,