



**AMERICAN STOCK EXCHANGE**  
Equities Options ETFs

Richard A. Mikaliunas  
Senior Vice President  
Capital Markets

American Stock Exchange  
86 Trinity Place  
New York, NY 10006  
T 212 306 1807  
F 212 306 2066  
richard.mikaliunas@amex.com



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CERTARK

November 24, 2004

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

NOV 24 2004

Dear Ms. Stroud:

This is to certify that the American Stock Exchange (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:

**Senior Debt**  
**0.25% Exchangeable Notes**  
**Mandatorily Exchangeable for Common Stock**  
**Of Anadarko Petroleum Corporation and**  
**Diamond Offshore Drilling**  
**Due December 30, 2011**

PROCESSED  
DEC 06 2004  
J THOMSON FINANCIAL

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,

Richard A. Mikaliunas