

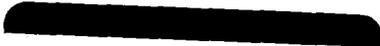


Cent Amp
AMERICAN
STOCK EXCHANGE®
 Equities Options ETFs

Richard A. Mikaliunas
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REC'D S.E.O.
 MAR 23 2005
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March 23, 2005

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 24 2005

THOMSON
 FINANCIAL

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:

STARS
Exchangeable for a Cash Amount
Based on the CBOE S&P 500 BuyWrite Index
Due March 30, 2011

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