



Richard A. Mikaliunas  
 Senior Vice President  
 Capital Markets

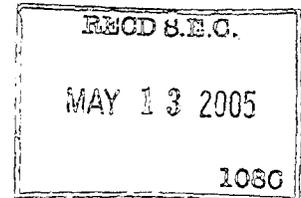
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1-11758



May 13, 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  
 100 F Street, N.E.  
 Washington, D.C. 20549



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MAY 19 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:

***Performance Leveraged Upside Securities "PLUS"***  
***Redeemable at Maturity for Cash***  
***Based on the***  
***Basket of Homebuilder Companies***

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