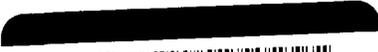


Richard A. Mikaliunas
 Senior Vice President
 Capital Markets

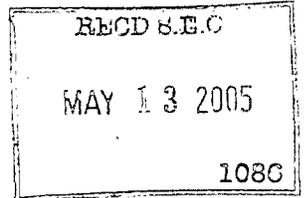
American Stock Exchange
 86 Trinity Place
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 richard.mikaliunas@amex.com



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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, NE
 Washington, D.C. 20549

PROCESSED

MAY 19 2005

THOMSON
 FINANCIAL

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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:

7% Stock Participation Accreting Redemption Quarterly-pay Securities
"SPARQS"
Exchangeable for Common Stock of GlobalSantaFe Corporation
Due June 1, 2006

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