

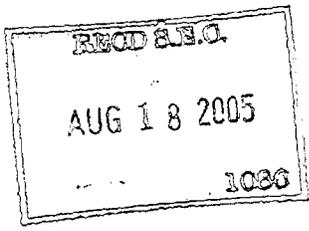
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Richard A. Mikaliunas
Senior Vice President
Capital Markets

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New York, NY 10006
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August 18, 2005

Ms. Willie Mae Stroud
Filer Support - 2
Room 1004, Mail Stop I-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

PROCESSED

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AUG 18 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:

7.5% SPARQS
Mandatorily Exchangeable for Shares of Common Stock
Of Apache Corporation

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