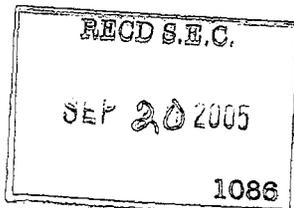




Richard A. Mikaliunas  
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1-16589-01

September 20, 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

PROCESSED

SEP 20 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:

**8% SPARQS**  
**Mandatorily Exchangeable for Shares of Common Stock**  
**Of National Oilwell Varco Inc.**

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

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