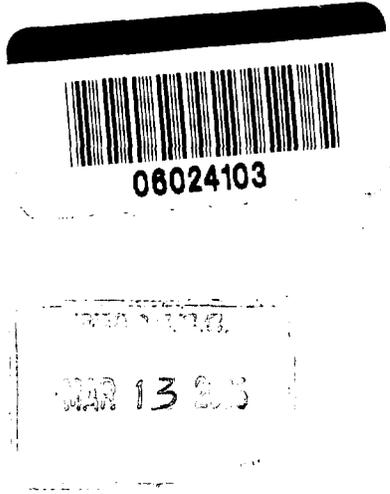




Cert Amx



Richard A. Mikaliunas  
Senior Vice President  
Capital Markets

American Stock Exchange  
86 Trinity Place  
New York, NY 10006  
T 212 306 1807  
F 212 306 2066  
richard.mikaliunas@amex.com

1-11758

March 13, 2006

Mr. Brian Johnson  
Branch Chief  
Securities and Exchange Commission  
Office of Filings and Information Services  
Filer Support #2  
Room #2531  
100 F Street, N.E.  
Washington, D.C. 20549

PROCESSED  
MAR 15 2006  
THOMSON  
FINANCIAL

Dear Mr. Johnson:

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:

**10% SPARQS**  
***Exchangeable for Shares of the Common Stock of Google 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