

NYSE Group

CERTNYS



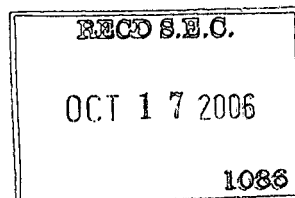
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October 17, 2006



Mr. Brian Johnson
Branch Chief
Securities and Exchange Commission
Branch of Filer Support 2
Room 2531
100 F Street, NE
Washington, DC 20549

Dear Mr. Johnson:

The New York Stock Exchange certifies approval for listing and registration under the Securities Exchange Act of 1934, MORGAN STANLEY CAPITAL TRUST VII, Capital Securities (and the Guarantee with respect thereto) and requests immediate acceleration of registration. Adequate distribution assured. Form 8-A received on October 17, 2006. Tentative listing date - October 24, 2006.

Sincerely,

 Paul Hadlo

PROCESSED

OCT 18 2006

 **THOMSON
FINANCIAL**