



Beth A. Kleiman  
Vice President  
Capital Markets

American Stock Exchange  
88 Trinity Place  
New York, NY 10006-1872  
T 212 306 1460  
F 212 306 2066  
beth.kleiman@amex.com

CERTAMX  
001-11758



08022642

February 26, 2008

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**

*B* **FEB 28 2008**  
**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:

**Global Medium-Term Notes, Series F, 14% SPARQS<sup>®</sup> due March 20, 2009  
(Mandatorily Exchangeable for Common Stock of Apple 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,

*Beth A. Kleiman*

Beth A. Kleiman

**END**