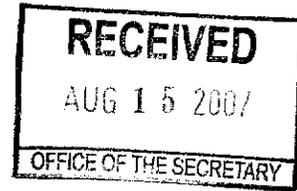


Morgan Stanley



August 10, 2007

Nancy M. Morris, Secretary  
Securities and Exchange Commission  
100F Street, NE  
Washington, DC 20549-1090

**Re: File Number SR-NASD-2007-049; Proposed Rule Change to Amend NASD Rule 3013 and Accompanying Interpretive Material 3013 to Permit Members to Designate Co-Chief Executive Officers and Multiple Chief Compliance Officers to Discharge the Requirements of those Rules**

Dear Ms. Morris:

Morgan Stanley & Co. Inc. ("Morgan Stanley") is pleased to offer comment in response to the above-referenced rule filing ("the Proposal"), concerning designation of Co-Chief Compliance Officers ("CCOs") and Chief Executive Officers ("CEOs"). Morgan Stanley supports NASD's Proposal because it recognizes that more than one CCO or CEO may be equally effective as a single CCO and CEO in firms where there are multiple business lines.

With respect to CCO co-designations in particular, Morgan Stanley agrees with NASD's statement that allowing multiple CCOs may be appropriate in fulfilling the obligations set forth in Rule 3013 and IM-3013 because compliance "...expertise may reside in more than one individual in firms with distinct business segments...". The Proposal appropriately does not change the responsibilities of the CCO role merely because multiple CCOs, rather than one, are designated to carry out the Firm's compliance obligations under Rule 3013 and IM-3013. Rather, the Proposal allows the areas of primary compliance responsibility to be assigned to each designated CCO where each CCO satisfies the requirements of Rule 3013 with respect to his or her area of primary compliance responsibility.

In sum, Morgan Stanley appreciates the NASD/FINRA's willingness to recognize the varied organizational structures within the industry. Again, we thank you for the opportunity to comment on this Proposal. If you have any questions, please do not hesitate to contact us at (201) 830-5071 or (212) 259-1068.

Sincerely,

  
Michelle Bryan Oroschakoff  
Managing Director

  
Jill W. Ostergaard  
Managing Director

Cc: Marc Menchel, NASD; Philip Shaikun, NASD