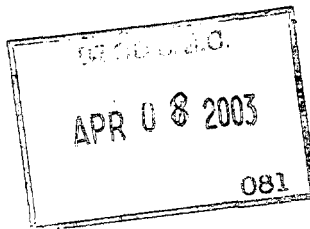




Cent Amx
**AMERICAN
 STOCK EXCHANGE***
 Equities Options ETFs



03055605



1-11758

Richard A. Mikaliunas
 Senior Vice President
 Capital Markets

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April 8, 2003

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
 450 Fifth Street, NW
 Washington, D.C. 20549

Dear Ms. Stroud:

This is to certify that the American Stock Exchange, Inc. (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 C, Stock Participation
Notes due September 15, 2010
 (Linked to the common stock of Wal-Mart Stores, 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,

PROCESSED

APR 10 2003

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