

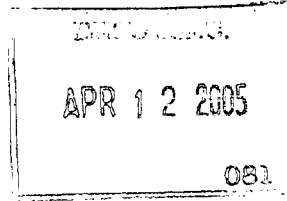


**AMERICAN  
STOCK EXCHANGE®**  
Equities Options ETFs

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05048735



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April 12, 2005

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

PROCESSED  
APR 25 2005  
J. HARRIS

Dear Ms. Stroud:

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:

***8% Stock Participation Accreting Redemption Quarterly-pay Securities  
"SPARQS"  
Exchangeable for Common Stock of National Semiconductor Corp.  
Due May 15, 2006***

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