

STATEMENT OF ORGANIZATION

(See reverse side for instructions)

RECEIVED
FEDERAL ELECTION
COMMISSION MAIL ROOM
JUL 31 9 43 AM '97

1. (a) NAME OF COMMITTEE IN FULL <input type="checkbox"/> (Check if name is changed) Morgan Stanley & Co. Incorporated Better Government Fund	2. DATE 7/29/97
(b) Number and Street Address <input type="checkbox"/> (Check if address is changed) 1221 Avenue of the Americas, 34th Floor	3. FEC Identification Number C00067215
(c) City, State and ZIP Code New York, New York 10020	4. Is This Report An Amendment? <input checked="" type="checkbox"/> YES <input type="checkbox"/> NO

5. TYPE OF COMMITTEE (Check one)

(a) This committee is a principal campaign committee. (Complete the candidate information below.)

(b) This committee is an authorized committee, and is NOT a principal campaign committee. (Complete the candidate information below.)

Name of Candidate	Candidate Party Affiliation	Office Sought	State/District

(c) This committee supports/opposes only one candidate _____ and is NOT an authorized committee.
(name of candidate)

(d) This committee is a _____ committee of the _____ Party.
(National, State or subordinate) (Democratic, Republican, etc.)

(e) This committee is a separate segregated fund.

(f) This committee supports/opposes more than one Federal candidate and is NOT a separate segregated fund or a party committee.

5. Name of Any Connected Organization or Affiliated Committee	Mailing Address and ZIP Code	Relationship
SEE ATTACHED		

Type of Connected Organization
 Corporation Corporation w/o Capital Stock Labor Organization Membership Organization Trade Association Cooperative

7. Custodian of Records: Identify by name, address (phone number - optional) and position of the person in possession of committee books and records.

Full Name	Mailing Address	Title or Position
William R. Harman	1585 Broadway, 39th FL, New York, NY 10036	Secretary

8. Treasurer: List the name and address (phone number - optional) of the treasurer of the committee; and the name and address of any designated agent (e.g., assistant treasurer).

Full Name	Mailing Address	Title or Position
James A. Runde	1585 Broadway, 30th FL, New York, NY 10036	Treasurer

9. Banks or Other Depositories: List all banks or other depositories in which the committee deposits funds, holds accounts, rents safety deposit boxes or maintains funds.

Name of Bank, Depository, etc.	Mailing Address and ZIP Code
Morgan Guaranty Trust Company of New York	522 Fifth Avenue New York, NY 10036

I certify that I have examined this Statement and to the best of my knowledge and belief it is true, correct and complete.

TYPE OR PRINT NAME OF TREASURER JAMES A. RUNDE	SIGNATURE OF TREASURER 	DATE 7/29/97
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NOTE: Submission of false, erroneous, or incomplete information may subject the person signing this Statement to the penalties of 2 U.S.C. 5437g. ANY CHANGE IN INFORMATION SHOULD BE REPORTED WITHIN 10 DAYS.

ATTACHMENT TO STATEMENT OF ORGANIZATION

**MORGAN STANLEY & CO. INCORPORATED
BETTER GOVERNMENT FUND**

<u>CONNECTED ORGANIZATION OR AFFILIATED COMMITTEE</u>	<u>MAILING ADDRESS & ZIP CODE</u>	<u>RELATIONSHIP</u>
Morgan Stanley & Co. Incorporated	1221 Avenue of the Americas New York, NY 10020	Connected Organization
Morgan Stanley, Dean Witter, Discover & Co. Political Action Committee (#C00214445)	Two World Trade Center 45th Floor New York, NY 10048	Affiliated Committee
Fort Howard Corporation Political Action Committee (#C00088765)	1919 South Broadway P.O. Box 19130 Green Bay, WI 54307	Affiliated Committee

Federal Election Commission
**ENVELOPE REPLACEMENT PAGE
 FOR INCOMING DOCUMENTS**

The Commission has added this page to the end of this filing to indicate how it was received.

<input checked="" type="checkbox"/> Hand Delivered	DATE OF RECEIPT 7-31-97
<input type="checkbox"/> First Class Mail	POSTMARKED
<input type="checkbox"/> Registered/Certified Mail	POSTMARKED
<input type="checkbox"/> No Postmark	
<input type="checkbox"/> Postmark Illegible	
<input type="checkbox"/> Received from the House Office of Records and Registration	DATE OF RECEIPT
<input type="checkbox"/> Received from the Senate Office of Public Records	DATE OF RECEIPT
<input type="checkbox"/> Other (Specify):	POSTMARKED
	and/or DATE OF RECEIPT
<i>Jes</i>	7-31-97
PREPARER	DATE PREPARED