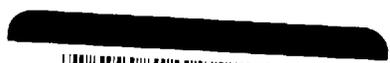


CERTAMX



AMERICAN STOCK EXCHANGE®
Equities Options ETFs



05061756

Richard A. Mikaliunas
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September 20, 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
100 F Street, N.E.
Washington, D.C. 20549

PROCESSED
SEP 20 2005
THOMSON
FINANCIAL

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:

8.5% SPARQS
Mandatorily Exchangeable for Shares of Common Stock
Of XM Satellite Radio Holdings 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,

Richard A. Mikaliunas

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