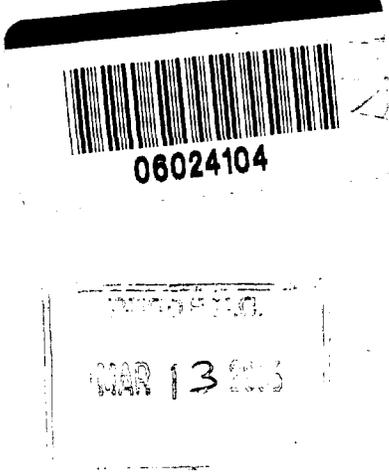




**AMERICAN
STOCK EXCHANGE®**
Equities Options ETFs



Richard A. Mikaliunas
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1-11758

March 13, 2006

Mr. Brian Johnson
Branch Chief
Securities and Exchange Commission
Office of Filings and Information Services
Filer Support #2
Room #2531
100 F Street, N.E.
Washington, D.C. 20549

✓
**PROCESSED
MAR 15 2006
THOMSON
FINANCIAL**

Dear Mr. Johnson:

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:

***9.50% SPARQS
Exchangeable for Shares of the Common Stock of Sunoco 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