

Paras Madho  
Manager  
Securities Operations

New York Stock Exchange, Inc.  
20 Broad Street  
New York, NY 10005

tel: 212.656.5026  
fax: 212.656.5893  
pmadho@nyse.com



Cert NYS

1-16499

April 27, 2006

Mr. Brian Johnson  
Branch Chief  
Securities and Exchange Commission  
Branch of Filer Support 2  
Room 2531  
100 F Street, NE  
Washington, DC 20549

Dear Mr. Johnson:

The New York Stock Exchange certifies approval for listing and registration under the Securities Exchange Act of 1934, SUNRISE SENIOR LIVING, INC., Rights to Purchase Series D Junior Participating Preferred Stock, \$0.01 par value per share and requests immediate acceleration of registration. Adequate distribution assured. Form 8-A received on April 27, 2006.

Sincerely,

PROCESSED

APR 28 2006

B THOMSON FINANCIAL