



**AMERICAN  
STOCK EXCHANGE**  
Equities Options ETFs



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April 19, 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

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:

**8.5% SPARQS due May 20, 2007  
(Mandatorily Exchangeable  
For Shares of the Common Stock of  
Devon Energy Corporation)**

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  
BAK

Richard A. Mikaliunas

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