

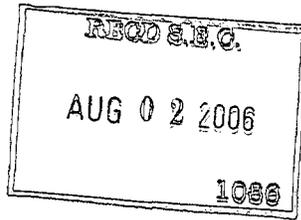


**AMERICAN
STOCK EXCHANGE***
Equities Options ETFs

CERTAMX



06042931



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August 2, 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

AUG 0 3 2006

THOMSON
FINANCIAL

Dear Mr. Johnson:

This is to certify that the American Stock Exchange LLC (the "Exchange") has received from The Bear Stearns Companies Inc. (the "Registrant") a copy of the Company's application on Form 8-A for the registration of the following security:

Medium-Term Notes Linked to a Basket of Three International Equity Indices

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