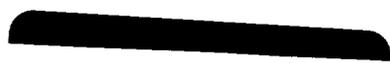


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**AMERICAN
STOCK EXCHANGE**
Equities Options ETFs



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Richard A. Mikaliunas
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1-11758

August 25, 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:

Bear Market PLUS linked to the S&P 500® Index

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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AUG 28 2006

**THOMSON
FINANCIAL**