

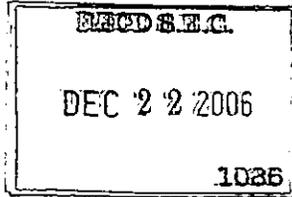
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**AMERICAN STOCK EXCHANGE**  
Equities Options ETFs



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Richard A. Mikaliunas  
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CERTAMX

1-11758

December 22, 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

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THOMSON FINANCIAL

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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:

***Global Medium-Term Notes, Series F, 10% SPARQS® due January 20, 2008  
(Mandatorily Exchangeable for Shares of Common Stock of Circuit City Stores, 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

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