

Philadelphia Stock Exchange

1900 Market Street  
Philadelphia, PA 19103-3584  
Telephone: 215-496-5000  
www.phlx.com



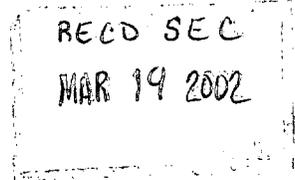
*Cent PBS*



*1-11758*

March 19, 2002

Ms. Willie Mae Stroud  
Filer Support -2  
Room 1004, Mail Stop 1-4  
Office of Filing Information & Consumer Services  
Division of Market Regulation  
Securities and Exchange Commission  
Judiciary Plaza  
450 Fifth Street, N.W.  
Washington, D.C. 20549



THOMSON  
FINANCIAL

Dear Ms. Stroud:

This is to certify that the Philadelphia Stock Exchange, Inc. (the "Exchange") received from Morgan Stanley Dean Witter & Co. (the "Registrant") a copy of the Company's application on Form 8-A for the registration of the following security:

**Bio-Tech Basket Opportunity  
eXchangeable Securities Due 2032**

We further certify that the above security has been approved by the Exchange for listing and registration and understand that the 8A will be immediately effective upon your receipt of this letter.

The Equity Allocation, Evaluation  
and Securities Committee

By: *Robert Ackermann*  
Robert Ackermann  
Senior Vice President