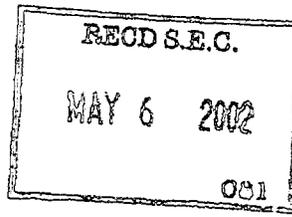




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Richard A. Mikaliunas  
 Senior Vice President  
 Capital Markets

American Stock Exchange  
 86 Trinity Place  
 New York, NY 10006-1872  
 T 212 306 1807  
 F 212 306 2066  
 richard.mikaliunas@amex.com

May 6, 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, NW  
 Washington, D.C. 20549

Dear Ms. Stroud:

This is to certify that the American 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:

**Medium-Term Notes, Series C**  
**BRoad INdex Guarded Equity-linked Securities ("BRIDGES")**  
**due July ,2008**

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,

PROCESSED

MAY 09 2002

THOMSON  
 FINANCIAL

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