

1-16589-01



**AMERICAN STOCK EXCHANGE**  
Equities Options ETFs



02043442

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CERTANX



August 16, 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

PROCESSED  
AUG 21 2002  
THOMSON FINANCIAL

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")**  
**(Based on the value of the common stock of Ten Companies)**  
**due February 28, 2009**

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,