



**AMERICAN  
STOCK EXCHANGE®**  
Equities Options ETFs



Richard A. Mikaliunas  
Senior Vice President  
Capital Markets

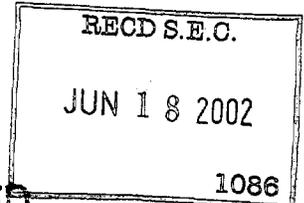
American Stock Exchange  
86 Trinity Place  
New York, NY 10006-1872  
T 212 306 1807  
F 212 306 2066  
richard.mikaliunas@amex.com

*Cert AMX*

*1-11758*

June 18, 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**

**JUN 27 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 Amex Pharmaceutical Index  
due December ,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,

*Richard Mikaliunas*