



**AMERICAN STOCK EXCHANGE**  
Equities Options ETFs

Richard A. Mikaliunas  
Senior Vice President  
Capital Markets



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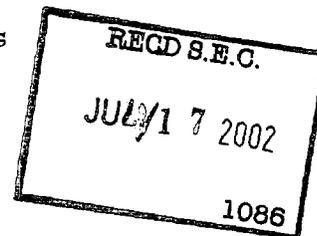
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*Cert AMX*

July 17, 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

*1-11758*



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 S&P Midcap 400 Index**  
**due July ,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,

**PROCESSED**

**AUG 29 2002**

**THOMSON FINANCIAL**