



**AMERICAN
STOCK EXCHANGE®**
Equities Options ETFs

Richard A. Mikaliunas
Senior Vice President
Capital Markets



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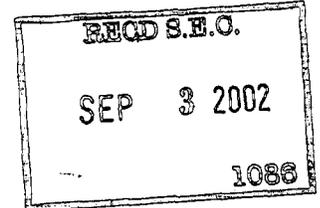
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September 3, 2002

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, Performance Equity
Return linked Securities due February 15, 2005 ("PERKS")
Mandatorily Exchangeable for an Amount Payable in U.S.
Dollars based on the value of the AMEX Biotechnology Index**

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

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THOMSON
FINANCIAL