

SECURITIES AND EXCHANGE COMMISSION

FORM CERTAMX

Certification by the American Stock Exchange approving securities for listing

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FILER

**MORGAN STANLEY DEAN WITTER & CO**

CIK:[895421](#) | IRS No.: [363145972](#) | State of Incorp.:**DE** | Fiscal Year End: **1130**  
Type: **CERTAMX** | Act: **34** | File No.: [001-16589-01](#) | Film No.: **02036616**  
SIC: **6199** Finance services

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*Cert Amx*  
**AMERICAN STOCK EXCHANGE**  
Equities Options ETFs

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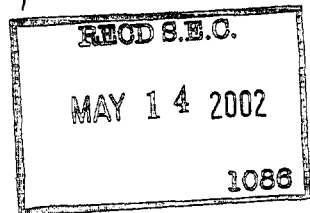
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May 14, 2002

*1-11758*

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Office of Filing Information & Consumer Services  
Division of Market Regulation\*  
Securities and Exchange Commission  
Judiciary Plaza  
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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**  
**10% SPARQS due November 30, 2003**  
(linked to Qualcomm Incorporated)

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,

