



| STOCK EXCHANGE                  |                  |                   |                |
|---------------------------------|------------------|-------------------|----------------|
| Regulatory Information Circular |                  |                   |                |
| <b>Circular number:</b>         | 2008-321         | <b>Contact:</b>   | Russ Davidson  |
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**Subject: Morgan Stanley Dean Witter & Co., Russell 2000 Index BRoad InDex Guarded Equity-Linked Securities**

**Information on the Notes**

ISE today began trading Morgan Stanley Dean Witter & Co., Russell 2000 Index BRoad InDex Guarded Equity-Linked Securities (“BRIDGES”) based upon the value of the Russell 2000 Index. 2.8 million of the new six-year BRIDGES were issued at \$10 principal amount, with a maturity date of December 30, 2008.

As more fully set forth in the Issuer’s Registration Statement (#333-47576), and Prospectus Supplement, the BRIDGES are medium term debt securities of the Morgan Stanley Dean Witter & Co., which are being offered at an original price of 100% of the principal amount (\$10) and will not bear any periodic payments of interest. BRIDGES will not be redeemable by the holder or callable by the Issuer prior to maturity. At maturity, each Unit will entitle the holder to receive \$10 plus a Supplemental Redemption Amount, if any.

The Supplemental Redemption Amount will be equal to \$10 times the percentage increase, if any, in the final average index performance over the initial index value. If the final average index value is greater than the benchmark index value, the supplemental redemption amount will be calculated as follows:

$$\$10 \times \frac{(\text{Final Average Index Performance} - \text{Initial Index Value})}{(\text{Initial Index Value})}$$

The Initial Index Value is the Russell 2000 Index closing values on the day the BRIDGES were offered for initial sale to the public (465.29). The Final Average Index Performance will be determined by the Calculation Agent (MS&Co., an affiliate of the Issuer) and will equal the Final Average Index Value minus the Benchmark Index Value. The Benchmark Index Value equals the lessor of (i) the Initial Index Value and (ii) the Russell 2000 Index closing value on December 30, 2002. The Final Average Index Value equals the arithmetic average of the Russell 2000 Index closing values on each of the Determination Dates as calculated by the Calculation Agent on the last Determination Date. Subject to market disruption events, the Determination Dates are December 30, 2003, December 30, 2004, December 30, 2005, December 30, 2006, December 30, 2007 and December 30, 2008. At maturity, holders will receive no less than the principal amount of the BRIDGES securities.

The Russell 2000 Index is published by Frank Russell Company ("FRC") and is designed to track the performance of 2,000 common stocks of corporations with small capitalizations relative to other stocks in the U.S. equity market. As of January 31, 2002, the market capitalization of the stocks in the Russell 2000 Index ranged from approximately \$4.11 million to \$2.84 billion

It is expected that the market value of the BRIDGES will be affected by the value of the Index and by a number of other interrelated factors including, among other things: the general level of interest rates, the volatility of the Index, the time remaining to maturity, the dividend yields on the stocks comprising the Index, and the credit rating of the Issuer.

A beneficial owner of the Securities may receive no Supplemental Amount at maturity, or a Supplemental Redemption Amount that is below what the Companies in the index would pay as interest on a non-callable medium term debt security with a similar maturity as that of the BRIDGES. The return of principal of the BRIDGES at maturity and the payment of the Supplemental Redemption Amount, if any, may not reflect the full opportunity costs implied by inflation or other factors relating to the time value of money.

The return a holder will receive on the BRIDGES, if any, will not be the same as the return that you would earn if you actually owned each of the common stocks underlying the Index and received the dividends paid on those stocks.

Ownership of the BRIDGES will be maintained in book-entry form by or through The Depository Trust Company.

RBG will be quoted and trade as an equity issue in round lots of 100, and will trade "flat" without accrued interest.

Trading in the shares on ISE is on a UTP basis and is subject to ISE equity trading rules. The shares will trade from 9:00 a.m. until 4:00 p.m. Eastern Time. Equity Electronic Access Members ("Equity EAMs") trading the shares during the Pre-Market Session are exposed to the risk of the lack of the calculation or dissemination of underlying index value or intraday indicative value ("IIV"). For certain derivative securities products, an updated underlying index value or IIV may not be calculated or publicly disseminated in the Pre-Market hours. Since the underlying index value and IIV are not calculated or widely disseminated during Pre-Market hours, an investor who is unable to calculate implied values for certain derivative securities products during Pre-Market hours may be at a disadvantage to market professionals.

Equity EAMs also should review NASD Notice to Members 03-71 for guidance on trading these products. The Notice reminds members of their obligations to: (1) conduct adequate due diligence to understand the features of the product; (2) perform a reasonable-basis suitability analysis; (3) perform customer-specific suitability analysis in connection with any recommended transactions; (4) provide a balanced disclosure of both the risks and rewards associated with the particular product, especially when selling to retail investors; (5) implement appropriate internal controls; and (6) train registered persons regarding the features, risk and suitability of these products.

**This Regulatory Information Circular is not a statutory Prospectus. Equity EAMs should consult the Trust's Registration Statement, SAI, Prospectus and the Fund's website for relevant information.**

**Appendix A**  
**Exchange-Traded Fund Symbol CUSIP Number**

| <b>Ticker</b> | <b>Fund Name</b>   | <b>CUSIP Number</b> |
|---------------|--|---------------------|
|               | Morgan Stanley Dean<br>Witter & Co., Russell 2000 Index  | 617 44Y 34 8        |
| RBG           | BRoad InDex Guarded Equity-Linked<br>Securities ("BRIDGES") based upon<br>the value of the Russell 2000 Index. |                     |