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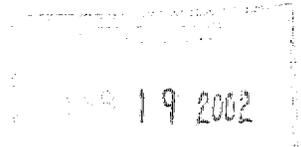


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February 15, 2002

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

1-4346



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FEB 27 2002

THOMSON FINANCIAL

Dear Ms. Stroud:

This is to certify that the American Stock Exchange, (the "Exchange") received from Salomon Smith Barney Holdings Inc. (the "Registrant") a copy of the Company's application on Form 8-A for the registration of the following security:

**Targeted Growth Enhanced Terms Securities ("TARGETS")
with respect to the common stock of
Walt Disney Company, Inc. Due 2005**

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,