

1-13668



**AMERICAN STOCK EXCHANGE**  
Equities Options ETFs

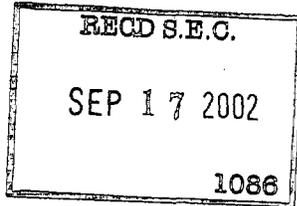


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CERTAMX



September 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

Dear Ms. Stroud:

This is to certify that the American Stock Exchange (the "Exchange") received from Structured Products Corp. (the "Registrant") a copy of the Company's application on Form 8-A for the registration of the following security:

**TIERS Principal-Protected  
Trust Certificates  
Series S&P MidCap 400 2002-12, due 2007**

PROCESSED

SEP 19 2002

THOMSON FINANCIAL

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 SA will be immediately effective upon your receipt of this letter.

Sincerely,

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