



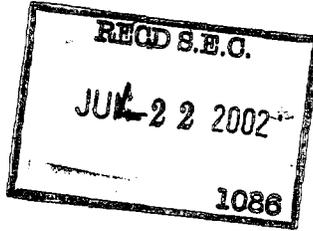
**AMERICAN
STOCK EXCHANGE**
Equities Options ETFs



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1-9466

July 22, 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

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JUL 31 2002
**THOMSON
FINANCIAL**

Dear Ms. Stroud:

This is to certify that the American Stock Exchange received from Lehman Brothers Holdings Inc. a copy of the Company's application on Form 8-A for the registration of the following security:

**Dow Jones Industrial Average SUNS 112.5% Minimum Redemption
PrincipalPLUS Stock Upside Note Securities,
Due August , 2007**

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,