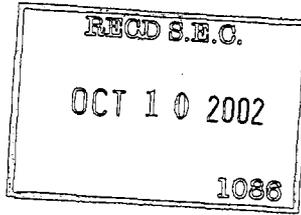




AMERICAN STOCK EXCHANGE
Equities Options ETFs



02057444



Richard A. Mikaliunas
Senior Vice President
Capital Markets

American Stock Exchange
86 Trinity Place
New York, NY 10006-1872
T 212 306 1807
F 212 306 2066
richard.mikaliunas@amex.com

October 10, 2002

CERT AMX

1-4346-01

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 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:

Principal-Protected Notes
Linked to the S&P 500 Index
Due, 2007

PROCESSED
OCT 16 2002
THOMSON FINANCIAL *P*

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,