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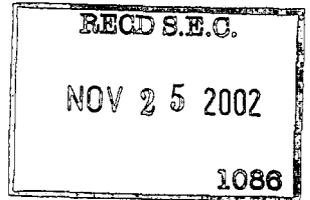


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November 22, 2002

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



PROCESSED
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 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:

**Principal-Protected Notes
 Linked to the Nasdaq-100 Index
 Due, 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,