



**AMERICAN  
STOCK EXCHANGE**  
Equities Options ETFs

*Ceet Amx*



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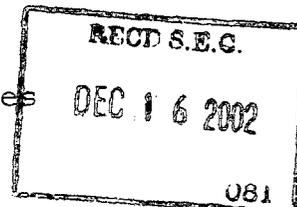
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December 16, 2002

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:

**PROCESSED**

DEC 19 2002

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:

**THOMSON  
FINANCIAL**

**Equity Linked Securities ("ELKS") based upon  
the Common Stock of American Express Company  
Due, 2003**

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,