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*1-15286*

APR 29 2004

April 26, 2004

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**  
MAY 07 2004  
THOMSON FINANCIAL

Dear Ms. Stroud:

This is to certify that the American Stock Exchange,(the "Exchange") received from Citigroup Global Markets Holdings Inc. (the "Registrant") a copy of the Company's application on Form 8-A for the registration of the following security:

**Principal-Protected Equity Linked Notes  
Based upon the Dow Jones Global Titans 50 Index  
Due October 29, 2009**

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,

Richard A. Mikaliunas