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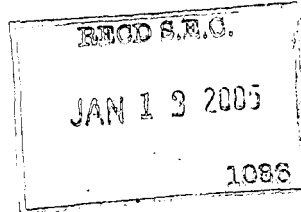
AMERICAN STOCK EXCHANGE
Equities Options ETFs



05000689

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January 12, 2005

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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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:

**Upturn Participation Securities
Linked to the Dow Jones Industrial Average
Due 2006**

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 Mikaliunas