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CERT NYSE
File # 1-33443

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Global Listings

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Washington, DC 20549

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Chief, Information Technology
Securities and Exchange Commission
Division of Corporate Finance
100 F Street, NE MS 3040
Washington, DC 20549

To whom it may concern:

The New York Stock Exchange certifies its approval for listing and registration of the Warrants to purchase Common Stock of **DYNEGY INC.**, under the Exchange Act of 1934.

Sincerely,