



**AMERICAN  
STOCK EXCHANGE**  
Equities Options ETFs

*Cert AMX*

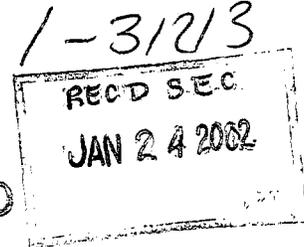
American Stock Exchange  
86 Trinity Place  
New York, NY 10006-1872  
T 212 306 1000



02012007

January 23, 2002

Ms. Krista M. Hughes  
Branch Chief  
Filer Support 2  
Office of Filing Information  
Securities and Exchange Commission  
Judiciary Plaza  
450 Fifth Street, NW  
Washington, D.C. 20549



**PROCESSED**  
FEB 15 2002  
THOMSON  
FINANCIAL

Dear Ms. Hughes:

This is to certify that on January 24, 2002, The American Stock Exchange, Inc. (the "Exchange") received from Devon Holdco Corporation (the "Registrant") (Commission File# 001-31213) a copy of the Registrant's application on Form 8-A for the registration of the following securities:

Common Stock, \$0.10 par value.

We further certify that the above described securities have been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking effectiveness of the 8-A concurrently with effectiveness of its 1933 Act Registration Statement, and we hereby join in such request.

Sincerely,

Collin Marshall  
Director, Listing of Additional Shares &  
Market Operations  
Listing Qualifications Department

cc: Herbert Scholl