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AMERICAN STOCK EXCHANGE  
Equities Options ETFs



02040784

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

June 27, 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

RECD S.E.C.  
JUN 27 2002  
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PROCESSED  
JUL 02 2002  
THOMSON FINANCIAL P

Dear Ms. Hughes:

This is to certify that on June 24, 2002, The American Stock Exchange, Inc. (the "Exchange") received from Montana Mills Bread Co., Inc. (the "Registrant") a copy of the Registrant's application on Form 8-A for the registration of the following securities:

Common Stock, par value \$.001

Redeemable Common Stock Purchase Warrants

We further certify that the above described securities have been approved by the Exchange for listing and registration.

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,

*Bryan Fischer*

Bryan Fischer  
Director  
Listing Qualifications Department

cc: Herbert Scholl