



**AMERICAN
STOCK EXCHANGE**
Equities Options ETFs



02057437

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

October 7, 2002

Mr. Brian Johnson
Branch Chief
Filer Support 2
Office of Filing Information
Securities and Exchange Commission
Judiciary Plaza
450 Fifth Street, NW
Washington, D.C. 20549

1-16699



Cert AMX

Dear Mr. Johnson:

This is to certify that on September 20, 2002, the American Stock Exchange, Inc. (the "Exchange") received from Overhill Farms, Inc. (the "Registrant") a copy of the Registrant's application on Form 10 for the registration of the following securities:

Common Stock, \$0.01 par value per share

We further certify that the above described security has 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

PROCESSED

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