



04007709



AMERICAN STOCK EXCHANGE
Equities Options ETFs

1-31993

American Stock Exchange
86 Trinity Place
New York, NY 10006

Cert Amx

February 11, 2004

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

PROCESSED
FEB 17 2004
THOMSON FINANCIAL

EXCH. S.E.C.
FEB 11 2004
081

Dear Mr. Johnson:

This is to certify that on February 11, 2004, the American Stock Exchange, Inc. (the "Exchange") received from Sterling Construction Company, Inc. (the "Registrant"), a copy of the Registrant's application on Form 8-A for the registration of the following securities:

Common Stock, \$0.01 par value

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
Director
Listing Qualifications Department

cc: Herbert Scholl