

CERTAMX



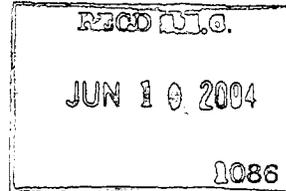
AMERICAN  
STOCK EXCHANGE  
Equities Options ETFs



1-32208

American Stock Exchange  
85 Trinity Place  
New York, NY 10006

June 10, 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

JUN 15 2004

THOMSON  
FINANCIAL

Dear Mr. Johnson:

This is to certify that on June 9, 2004 the American Stock Exchange, Inc. (the "Exchange") received from VCG Holding Corp. (the "Registrant"), a copy of the Registrant's application on Form 8-A for the registration of the following securities:

Common Stock, par value \$.0001 per share

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