



AMERICAN STOCK EXCHANGE
Equities Options ETFs



American Stock Exchange
88 Trinity Place
New York, NY 10006

September 15, 2005 *Cert AMX*

Mr. Brian Johnson
Branch Chief
Filer Support 2
Office of Filing Information
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

SEP 15 2005

1-13003

Dear Mr. Johnson:

This is to certify that on September 15, 2005, the American Stock Exchange, Inc. (the "Exchange") received from Silverleaf Resorts, Inc. (the "Registrant") a copy of the Registrant's application on Form 8A 12 B for the registration of the following securities:

Common Stock, \$0.01 par value

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
Managing Director
Listing Qualifications Department

✓
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FINANCIAL

cc: Herbert Scholl