



**AMERICAN
STOCK EXCHANGE**
Equities Options ETFs

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May 26, 2006 *CERT Amx*

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American Stock Exchange
86 Trinity Place
New York, NY 10006-1872

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



06037011

Dear Mr. Johnson:

This is to certify that on April 20, 2006 the American Stock Exchange LLC (the "Exchange") received from Franklin Bank Corp. (the "Registrant"), a copy of the Registrant's application on Form 8-A for the registration of the following securities:

Series A Non-Cumulative Perpetual Preferred Stock

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
Managing Director
Listing Qualifications Department

cc: Herbert Scholl

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