



**AMERICAN
STOCK EXCHANGE***
Equities Options ETFs



08024874

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

CERTAMX

February 15, 2008

Ms. Cecile Peters
Chief, IT Services
Division of Corporate Finance
Securities and Exchange Commission
100 F Street, NE
Washington, D.C. 20549

Received SEC
FEB 15 2008
Washington, DC 20549

1-33963

Dear Ms. Peters:

This is to certify that on February 13, 2008 the American Stock Exchange LLC (the "Exchange") received from GHIL Acquisition Corp. (the "Registrant"), a copy of the Registrant's application on Form 8-A for the registration of the following securities:

Units, each consisting of one share of Common Stock and on Warrant

Common Stock, par value of \$0.001 per share

Warrants, Exercisable for Common Stock at an exercise price of \$7.50 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
Managing Director
Listing Qualifications Department

PROCESSED

FEB 25 2008
**THOMSON
FINANCIAL**

cc: Herbert Scholl

END