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NYSE ALTERNEXT US

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*CERTIFY*

Received SEC

NOV 20 2008

Washington, DC 20549

*1-32551*

November 20, 2008

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

PROCESSED

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THOMSON REUTERS

Dear Ms. Peters:

This is to certify that on November 20, 2008 the NYSE Alternext US LLC (the "Exchange") received from Deerfield Capital 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 \$0.001

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,



Jamie Paturelli  
Director  
Corporate Compliance Department

**END**