



**AMERICAN
STOCK EXCHANGE**
Equities Options ETFs

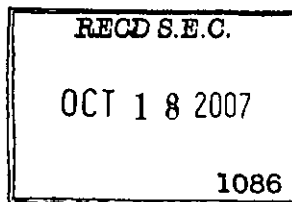


07078940

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

October 18, 2007

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



CERTAMY

1-33749

Dear Ms. Peters:

This is to certify that on October 17, 2007 the American Stock Exchange LLC (the "Exchange") received from NRDC Acquisition Corp. (the "Registrant"), a copy of the Registrant's application on Form 8-A for the registration of the following securities:

Units
Common Stock, \$0.0001 par value
Warrants

PROCESSED

OCT 31 2007

**THOMSON
FINANCIAL**

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

END