

**William Slattery, CFA**

Vice President

Listing Qualifications

By Electronic Mail

September 18, 2020

Division of Corporation Finance

U.S. Securities and Exchange Commission

100 F Street, N.E.

Washington, D.C. 20549

Division of Corporation Finance:

This is to certify that on September 18, 2020 The Nasdaq Stock Market (the "Exchange") received from Franchise Group, Inc. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following securities:

7.50% Series A Cumulative Perpetual Preferred Stock, par value \$0.01 per share

We further certify that the securities described above have been approved by the Exchange for listing and registration upon official notice of issuance.

Sincerely,

