



New York Stock Exchange
11 Wall Street
New York, NY 10005

October 9, 2019

Chief, Information Technology
Securities and Exchange Commission
Division of Corporate Finance
100 F Street, NE MS 3040
Washington, DC 20549

To whom it may concern:

The New York Stock Exchange certifies its approval for listing and registration of the 6.375% Series E Term Preferred Stock due 2024, par value \$0.01 per share of Priority Income Fund, Inc. under the Exchange Act of 1934.

Sincerely,

A handwritten signature in black ink, appearing to read "Ben Savage", written over a light gray rectangular background.