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U.S. Listing Qualifications & Market Surveillance

August 11, 2022

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 August 11, 2022, The Nasdaq Stock Market LLC (the "Exchange") received from Chicken Soup for the Soul Entertainment, Inc. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following securities:

Redeemable warrants, each 11.494 warrants exercisable for one share of common stock at an exercise price of \$132.18
per share

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

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,

