

Eun Ah Choi

Senior Vice President

Global Head of Regulatory Operations

February 2, 2024

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 February 2, 2024, The Nasdaq Stock Market (the "Exchange") received from CHURCHILL CAPITAL CORP VII (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following securities:

Units, each consisting of one share of Class A common stock, \$0.0001 par value,

and one-fifth of one warrant

Class A common stock, par value \$0.0001 per share

Warrants, each exercisable for one share of Class A common stock at an exercise price of \$11.50 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,

