

Eun Ah Choi
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U.S. Listing Qualifications & Market Surveillance

September 20, 2023
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 July 20, 2023, The Nasdaq Stock Market LLC (the "Exchange") received from MDB Capital Holdings, LLC (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following securities:

Class A Common Shares, representing Limited Liability Interests

We further certify that the securities described above have 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,

