

**Yolanda Goettsch**

Vice President  
Listing Qualifications

*By Electronic Mail*

November 25, 2019

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 November 21, 2019 The Nasdaq Stock Market (the "Exchange") received from Northern Trust Corporation (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following securities:

Depository Shares, Each Representing a 1/1,000th Interest in a Share of  
Series E Non-Cumulative Perpetual Preferred Stock

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,

