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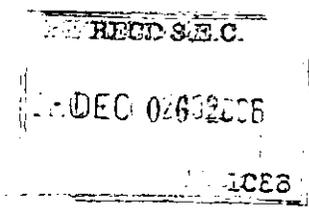


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**NASDAQ**

THE NASDAQ STOCK  
LISTING QUALIFICATIONS DEPARTMENT  
3000 BROADWAY  
HOLKVILLE, MD 20636

Gary Sundick  
Vice President  
Listings/Investigations



1-33180

By Facsimile and First Class Mail

December 6, 2006

Mr. Brian K. Johnson  
Office of Filings and Information Services  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Dear Mr. Johnson:

This is to certify that on December 4, 2006, The Nasdaq Stock Market (the "Exchange") received from Kohlberg Capital Corporation (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

Common Stock, par value \$.01 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 effectiveness of the Form 8-A 12(b) concurrently with effectiveness of its 1933 Act Registration Statement, and we hereby join in such request.

Sincerely,

*Gary Sundick*

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