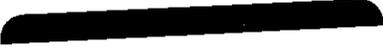


CERT WAS



06064402

THE NASDAQ STOCK MARKET
LISTING QUALIFICATIONS DEPARTMENT
3800 BLACKWELL ROAD
HULLVILLE, MD 20880

Cik
809248



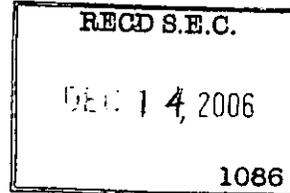
1-33174

Gary Sundick
Vice President
Listings/Investigations

By Facsimile and First Class Mail

December 14, 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



PROCESSED
DEC 15 2006 E
THOMSON
FINANCIAL

Dear Mr. Johnson:

This is to certify that on November 30, 2006 The Nasdaq Stock Market (the "Exchange") received from CARROLS RESTAURANT GROUP, INC. (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 \$0.01 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,