

P.2/2
ck
1033032

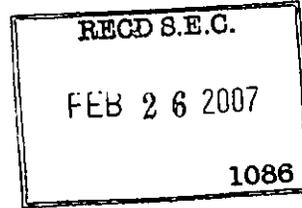
CERTNAs



THE NASDAQ STOCK MARKET
LISTING QUALIFICATIONS DEPARTMENT
3600 BLACKWELL ROAD
ROCKVILLE MD 20850

1-13003

Gary Sundick
Vice President
Listings/Investigations



By Facsimile and First Class Mail

February 26, 2007

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 February 26, 2007, The Nasdaq Stock Market (the "Exchange") received from Silverleaf Resorts, 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, \$.01 par value

We further certify that the security described above has been approved by the Exchange for listing and registration.

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,

Gary Sundick

B

PROCESSED

MAR 01 2007

THOMSON
FINANCIAL

END

✓