

Received SEC
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Washington, DC 20549



THE NASDAQ STOCK MARKET
LISTING QUALIFICATIONS DEPARTMENT
1111 CALLEWELL ROAD
FLOOR 1111, MD 20000

P. William Slattery, CFA
Vice President
Listing Qualifications

CERTNAS
001-33963

By Facsimile and First Class Mail

September 24, 2009



Ms. Cecile Peters
Chief, IT Services
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Dear Ms. Peters:

This is to certify that on September 23, 2009 The Nasdaq Stock Market (the "Exchange") received from ~~GHL Acquisition Corp.~~ (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following securities:

Units, each consisting of one share of
Common Stock and one Warrant

Common Stock, par value \$0.001 per share

Warrants, exercisable for Common Stock at
an exercise price of \$7.00 per share

We further certify that the securities described above have 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,

PP William Slattery