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THE NASDAQ STOCK MARKET  
LISTING QUALIFICATIONS DEPARTMENT  
8000 BLACKWELL ROAD  
BULKVILLE MD 20830

*CERTING*

Gary N. Sundtek  
Vice President  
Listing Qualifications

Received SEC  
SEP 30 2009  
Washington, DC 20549

*1-32203*

*By Facsimile and First Class Mail*

September 30, 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 30, 2009 The Nasdaq Stock Market (the "Exchange") received from Prospect Medical Holdings, 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 \$0.01 par value

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,

*Gary N. Sundtek*