

*CERTNAS*

**NASDAQ**<sup>®</sup>

THE NASDAQ STOCK MARKET  
LISTING QUALIFICATIONS DEPARTMENT  
3800 BLACKWELL ROAD  
ROCKVILLE, MD 20850

Received SEC  
APR 06 2009  
Washington, DC 20549

Gary Sundick  
Vice President  
Listing Qualifications

By Facsimile and First Class Mail



09038757

*1-34277*

April 6, 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 April 2, 2009 The Nasdaq Stock Market (the "Exchange") received from TOWER BANCORP, 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, no par value per share

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*