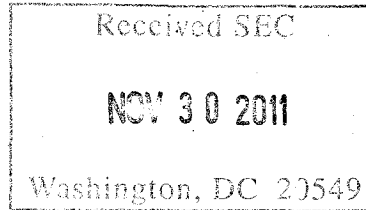




11008585

**NASDAQ**  
THE NASDAQ OMX GROUP

William Slattery, CFA  
Vice President  
Listing Qualifications



*CERT NAS*  
*File No. 001-32684*

By Electronic Mail

November 30, 2011

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 November 30, 2011 The Nasdaq Stock Market (the "Exchange") received from VIACOM INC. (the "Registrant") a copy of the Registrant's application on 8A 12(b) for the registration of the following securities:

Class A Common Stock, par value \$0.001 per share  
Class B Common Stock, par value \$0.001 per share

We further certify that the securities described above have been approved by the Exchange for listing and registration upon official notice of issuance.

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

Sincerely,

*William Slattery*