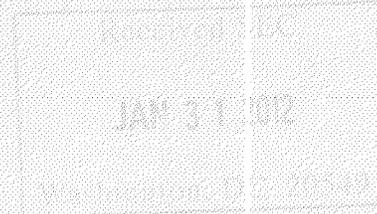




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NASDAQ
THE NASDAQ OMX GROUP

William Slattery, CFA
Vice President
Listing Qualifications



CERT NAS
File No. 001-35411

By Electronic Mail

January 31, 2012

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 January 27, 2012 The Nasdaq Stock Market (the "Exchange") received from Hicks Acquisition Company II, Inc. (the "Registrant") a copy of the Registrant's application on Form 10 for the registration of the following security:

Units, each consisting of one share of Common Stock and one Warrant
Common Stock, par value \$.0001 per share
Warrants to purchase Common Stock

We further certify that the security 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