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**NASDAQ**  
THE NASDAQ OMX GROUP

Gary Sundick  
Vice President  
Listing Qualifications

**Received SEC**

AUG 30 2012

By Electronic Mail

August 30, 2012

Washington, DC 20549  
CERT NAS  
File No. 001-35639

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

Dear Mr. Thomas:

This is to certify that on August 27, 2012 The Nasdaq Stock Market (the "Exchange") received from USMD 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, par value \$0.01 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 N. Sundick*