

Certnys

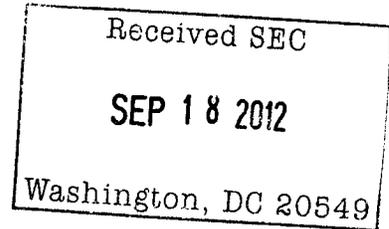
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Edwin Mecabe
Managing Director
Corporate Actions & Market Watch



12028154

September 18, 2012



Chief, Information Technology
Securities and Exchange Commission
Division of Corporation Finance
100 F Street, NE MS 3040
Washington, DC 20549

To whom it may concern:

The New York Stock Exchange certifies approval for listing and registration under the Exchange Act of 1933, National Bank Holdings Corporation, Class A Common Stock, \$0.01 par value per share. The NYSE requests simultaneous acceleration of registration of the Securities Exchange Act of 1934, together with the 1933 Act. Adequate distribution assured. Form 8-A received on September 17, 2012. Tentative listing date – September 20, 2012.

Sincerely,

A handwritten signature in black ink, appearing to read "Edwin Mecabe".