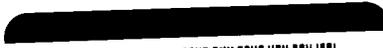


Centnas

1-36181

NASDAQ[®]
THE NASDAQ OMX GROUP



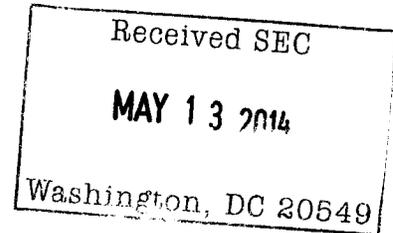
14006020

William Slattery, CFA
Vice President
Listing Qualifications

By Electronic Mail Only

May 13, 2014

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 May 13, 2014 The Nasdaq Stock Market (the "Exchange") received from CareTrust REIT, Inc. (the "Registrant") a copy of the Registrant's application on Form 10-12(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,

William Slattery