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**NASDAQ**<sup>®</sup>  
THE NASDAQ OMX GROUP

William Slattery, CFA  
Vice President  
Listing Qualifications

Received SEC

APR 30 2014

By Electronic Mail

April 30, 2014

Washington, DC 20549

CERT NAS

File No. 001-36432

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 April 30, 2014 The Nasdaq Stock Market (the "Exchange") received from Papa Murphy's 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 upon official notice of issuance.

We understand that the Registrant is seeking effectiveness of the Form 8-A 12(b) concurrently with effectiveness of its 1933 Act Registration Statement, and we hereby join in such request.

Sincerely,

*William Slattery*