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**NASDAQ**  
THE NASDAQ OMX GROUP

Received SEC

JUN 05 2014

Washington, DC 20549

William Slattery, CFA  
Vice President  
Listing Qualifications

By Electronic Mail

June 5, 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

*CERTNAS*

001-36477

Dear Mr. Thomas:

This is to certify that on June 4, 2014 The Nasdaq Stock Market (the "Exchange") received from WL Ross Holding Corp. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following securities:

Units, each consisting of one share of Common Stock and one Warrant

Common Stock, par value \$0.0001 per share

Warrants, each exercisable for one half of a share of Common Stock  
at an exercise price of \$5.75 per half share

We further certify that the securities described above have 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*