

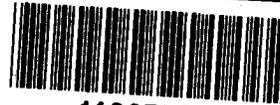
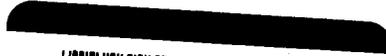
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JUL 07 2014

Washington, DC 20549

**NASDAQ**  
THE NASDAQ OMX GROUP

Lisa Roberts  
Vice President  
Listing Qualifications



14007562

001-36532

By Electronic Mail

July 7, 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

CENT NAS

Dear Mr. Thomas:

This is to certify that on July 7, 2014 The Nasdaq Stock Market (the "Exchange") received from **Sphere 3D Corporation** (the "Registrant") a copy of the Registrant's application on 8A 12(b) for the registration of the following security:

Common Shares

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 immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,