

Certnas

1-36693

William Slattery, CFA  
Vice President  
Listing Qualifications



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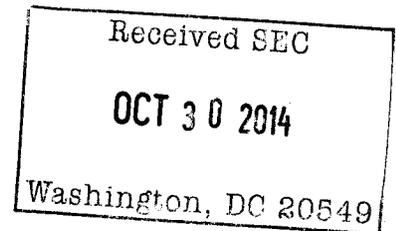
805 King Farm Blvd.  
Rockville, MD 20850 / USA

Nasdaq.com

By Electronic Mail

October 30, 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 October 30, 2014 The Nasdaq Stock Market (the "Exchange") received from Sears Holdings Corporation (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following securities:

Rights to purchase Units consisting of  
Senior Notes and Warrants

Warrants to Purchase Common Stock

We further certify that the securities described above have 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*