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William Slattery, CFA
Vice President
Listing Qualifications

Received SEC

SEP 09 2014

Washington, DC 20549

NASDAQ
THE NASDAQ OMX GROUP

CERTNAS
001-36613

By Electronic Mail

September 9, 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 September 5, 2014 The Nasdaq Stock Market (the "Exchange") received from Middlefield Banc Corp. (the "Registrant") a copy of the Registrant's application on 8A 12(b) for the registration of the following security:

Common Stock, no par value

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,

William Slattery