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Washington, DC 20549

**NASDAQ**  
THE NASDAQ OMX GROUP

CERTNAS  
001-36615

William Slattery, CFA  
Vice President  
Listing Qualifications

By Electronic Mail

September 24, 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 8, 2014 The Nasdaq Stock Market (the "Exchange") received from GWG 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, \$0.001 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 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*