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William Slattery, CFA
Vice President
Listing Qualifications



805 King Farm Blvd
Rockville, MD 20850

CERTNAS
001-36744

Received SEC

NOV 18 2014

Washington, DC 20549

By Electronic Mail

November 18, 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 November 13, 2014 The Nasdaq Stock Market (the "Exchange") received from **Cnova N.V.** (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

Ordinary Shares, €0.05 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