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805 King Farm Blvd
Rockville, MD 20850

William Stattery, CFA
Vice President
Listing Qualifications

Received **SEC**

CERTNAS
001-36091

By Electronic Mail

NOV 25 2014

November 24, 2014

Washington, DC 20549

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 21, 2014 The Nasdaq Stock Market (the "Exchange") received from **Sotherly Hotels LP** (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

7.00% Senior Unsecured Notes Due 2019 of Sotherly Hotels LP,
Fully and Unconditionally Guaranteed by Sotherly Hotels Inc.

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 Stattery