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**NASDAQ**

THE NASDAQ OMX GROUP

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FEB 05 2014

The Division of  
Investment Management



14025241

William Slattery, CFA  
Vice President  
Listing Qualifications

By Electronic Mail

February 5, 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 February 5, 2014 The Nasdaq Stock Market (the "Exchange") received from CM Finance 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, par value \$0.001

We further certify that the security described above have 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*