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Global Listings

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Received SEC

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Washington, DC 20549

CERT NYS

File No. 001-36646

Chief, Information Technology
Securities and Exchange Commission
Division of Corporate Finance
100 F Street, NE MS 3040
Washington, DC 20549

To whom it may concern:

The NYSE MKT certifies its approval for listing and registration of the Warrants to purchase Series A Common Stock, \$0.0001 par value per share of **Asterias Biotherapeutics, Inc.** under the Exchange Act of 1934.

Sincerely,