

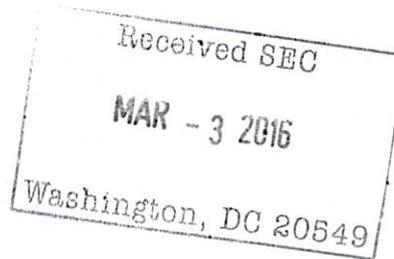


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*Certnas*



William Slattery, CFA  
Vice President  
Listing Qualifications



By Electronic Mail

March 3, 2016

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 March 3, 2016 The Nasdaq Stock Market (the "Exchange") received from Bofl Holding, Inc. (the "Registrant") a copy of the Registrant's application on 8A 12(b) for the registration of the following security:

6.25% Subordinated Notes due 2026

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 Slattery*