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William Slattery, CFA
Vice President
Listing Qualifications

Received SEC

NOV 22 2016

Washington, DC 20549

CERT NAS

File No. 001-16073

By Electronic Mail

November 22, 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 November 22, 2016 The Nasdaq Stock Market (the "Exchange") received from Great Elm Capital Group, Inc. (the "Registrant") a copy of the Registrant's application on 8A 12(b) for the registration of the following security:

Units, par value \$0.001 per share

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