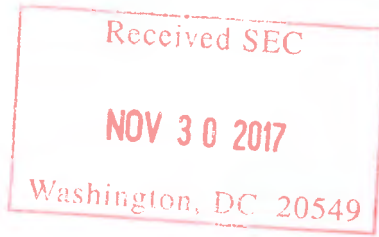




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CERT NYS
File # 1-37779

Caroline Galinie
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November 30, 2017

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 New York Stock Exchange certifies its approval for listing and registration of the following securities of **FGL Holdings**, under the Exchange Act of 1934.

- Ordinary Shares, par value \$0.0001 per share
- Warrants exercisable for one Ordinary Share at a price of \$11.50 per share

Sincerely,