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NASDAQ
THE NASDAQ OMX GROUP

Gary Sundick
Vice President
Listing Qualifications

Received SEC

JUN 20 2012

By Electronic Mail

June 20, 2012

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

Washington, DC 20549
CERT NAS
File No. 001-35570

Dear Mr. Thomas:

This is to certify that on June 7, 2012 The Nasdaq Stock Market (the "Exchange") received from Chanticleer Holdings, Inc. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following securities:

Units (each consisting of one share of
Common Stock and one Warrant)
Common Stock, par value \$0.0001 per share
Warrants

We further certify that the securities described above have been approved by the Exchange for listing and registration.

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,

Gary N. Sundick