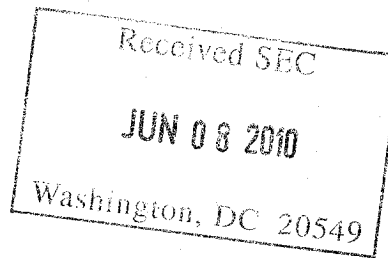


NYSE Regulation

Janice O'Neill
Senior Vice President
Corporate Compliance

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June 8, 2010



Ms. Cecile Peters
Chief, IT Services
Division of Corporate Finance
Securities and Exchange Commission
100 F Street, NE
Washington, D.C. 20549

CERT NYX
001-33916



10012586

Dear Ms. Peters:

This is to certify that on June 8, 2010 the NYSE Amex LLC (the "Exchange") received from GEROVA Financial Group, Ltd. (the "Registrant"), a copy of the Registrant's application on Form 8-A for the registration of the following securities:

Ordinary Share Purchase Warrants (Expiring January 16, 2014)
Units, each consisting of one Ordinary Share and two Warrants (Expiring January 16, 2014)

We further certify that the above described securities 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,

A handwritten signature in cursive script that reads "Janice O'Neill".

Janice O'Neill
Senior Vice President – Corporate Compliance
NYSE Regulation, Inc.