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THE NASDAQ STOCK MARKET  
PROVIDES A MARKETPLACE FOR  
PUBLICLY TRADED SECURITIES

CECINAS

001-35013

William Slattery  
Vice President  
Listing Qualifications

By Electronic Delivery to: [filer-support@sec.gov](mailto:filer-support@sec.gov)

December 16, 2010

Ms. Cecile Peters  
Chief, IT Services  
Division of Corporation Finance  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549



10013945

Dear Ms. Peters:

This is to certify that on December 16, 2010 The Nasdaq Stock Market (the "Exchange") received from QAD Inc. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following securities:

Class A Common Stock

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,

*William Slattery*