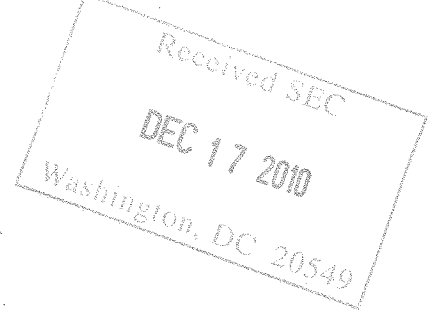
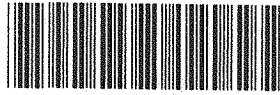


NASDAQ[®]

THE NASDAQ STOCK MARKET
8800 BLACKWELL ROAD
ROCKVILLE, MD 20850



P. William Slattery
Vice President
Listing Qualifications



10013950

CERTNAS
001-35013

By Electronic Delivery to: filer-support@sec.gov

December 17, 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

Dear Ms. Peters:

This is to certify that on December 17, 2010, The Nasdaq Stock Market (the "Exchange") received from **QAD Inc.** (the "Registrant") a copy of the Registrant's application on Form 8-A/A 12(b) for the registration of the following security:

Class B Common Stock, \$0.001 par value

We further certify that the security described above has 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