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NASDAQ
THE NASDAQ OMX GROUP

CERTNAS

William Slattery, CFA
Vice President
Listing Qualifications

1-35641

By Electronic Mail

Received SEC

September 6, 2012

SEP 06 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

Dear Mr. Thomas:

This is to certify that on August 31, 2012 The Nasdaq Stock Market (the "Exchange") received from Sears Hometown and Outlet Stores, Inc. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following securities:

Common Stock, par value \$0.01 per share
Subscription Rights to purchase Common Stock

We further certify that the securities described above have been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking effectiveness of the Form 8-A 12(b) concurrently with effectiveness of its 1933 Act Registration Statement, and we hereby join in such request.

Sincerely,

William Slattery