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**NASDAQ**  
THE NASDAQ OMX GROUP

William Slattery CFA  
Vice President  
Listing Qualifications

**Received SEC**

MAY 01 2013

By Electronic Mail

May 1, 2013

Washington, DC 20549

CERT NAS

File No. 001-10777

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

Dear Mr. Thomas:

This is to certify that on May 1, 2013 The Nasdaq Stock Market (the "Exchange") received from AMBAC FINANCIAL GROUP, 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  
Warrants

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 immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,

*William Slattery*