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**NASDAQ**  
THE NASDAQ OMX GROUP

William Slattery, CFA  
Vice President  
Listing Qualifications

Received SEC

AUG 14 2013

By Electronic Mail

August 14, 2013

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

CERT NAS

File No. 001-15817

Dear Mr. Thomas:

This is to certify that on August 14, 2013 The Nasdaq Stock Market (the "Exchange") received from Old National Bancorp (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following securities:

Common Stock, No Par Value

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*