

**William Slattery, CFA**  
**Vice President**  
Listing Qualifications

By Electronic Mail

January 4, 2021

Division of Corporation Finance  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Division of Corporation Finance:

This is to certify that on January 4, 2021 The Nasdaq Stock Market (the "Exchange") received from Medley Capital Corporation (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following securities:

6.125% Notes due 2023  
Common Stock, par value \$0.001 per share

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,

