



New York Stock Exchange
11 Wall Street
New York, NY 10005

February 25, 2020

Chief, Information Technology
Securities and Exchange Commission
Division of Corporate Finance
100 F Street, NE MS 3040
Washington, DC 20549

To whom it may concern:

The New York Stock Exchange certifies its approval for listing and registration of the 6.625% Series F Term Preferred Stock due 2027, par value \$0.01 per share of Priority Income Fund, Inc. under the Exchange Act of 1934.

Sincerely,

A handwritten signature in black ink, appearing to read "Ben Sauer". The signature is written in a cursive style and is positioned above a faint, light-colored rectangular stamp or watermark.