

William Slattery, CFA
Vice President
Listing Qualifications

By Electronic Mail

December 14, 2020

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 December 11, 2020 The Nasdaq Stock Market LLC (the "Exchange") received from Marquee Raine Acquisition Corp. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following securities:

Units, each consisting of one Class A ordinary share and one-fourth of one Warrant

Class A ordinary shares, par value \$0.0001 per share, and

Warrants, each whole warrant exercisable for one Class A ordinary share at an exercise price of \$11.50 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 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,

