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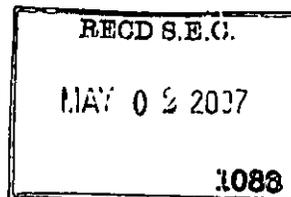
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CERTNAS

**NASDAQ**

THE NASDAQ STOCK MARKET  
LISTING QUALIFICATIONS DEPARTMENT  
3500 BALDWIN ROAD  
BETHESDA, MARYLAND

Gary Sundick  
Vice President  
Listings/Investigations



By Facsimile and First Class Mail

May 2, 2007

Mr. Brian K. Johnson  
Office of Filings and Information Services  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

**PROCESSED**

**MAY 04 2007**

*B*

**THOMSON  
FINANCIAL**

Dear Mr. Johnson:

This is to certify that on May 1, 2007 The Nasdaq Stock Market (the "Exchange") received from NEUROGESX, INC. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

Common Stock, par value \$0.001 per share

We further certify that the security described above has been approved by the Exchange for listing and registration upon official notice of issuance.

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,

*Gary Sundick*

**END**