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THE NASDAQ STOCK MARKET
LISTING QUALIFICATIONS DEPARTMENT
5500 BLACKWELL ROAD
ROCKVILLE, MD 20850

Gary Sundick
Vice President
Listings/Investigations

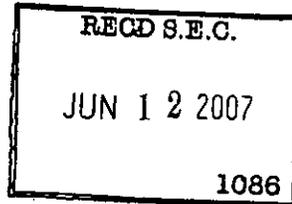
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1-33531

By Facsimile and First Class Mail

June 12, 2007

Ms. Cecile Peters
Chief, IT Services
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549



Dear Ms. Peters:

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

Common Shares, \$.001 par value per share

We further certify that the security described above has 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,

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THOMSON
FINANCIAL

END