



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



Gary Sundick  
 Vice President  
 Listings/Investigations

By Facsimile and First Class Mail

May 7, 2008

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

Received SEC  
 MAY 07 2008  
 Washington, DC 20549

CEITNAS  
 001-34044

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 MAY 14 2008  
 THOMSON REUTERS

Dear Ms. Peters:

This is to certify that on May 5, 2008 The Nasdaq Stock Market (the "Exchange") received from REAL GOODS SOLAR, 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, \$.0001 par value

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