



THE NASDAQ STOCK MARKET
LISTING QUALIFICATIONS DEPARTMENT
3600 BLACKWELL ROAD
BETHESDA MD 20814



09000679

Gary Sundick
Vice President
Listing Qualifications

Received SEC
JAN 14 2009
Washington, DC 20549

By Facsimile and First Class Mail

January 14, 2009

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

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CERTNAS

PROCESSED

JAN 15 2009

THOMSON REUTERS

Dear Ms. Peters:

This is to certify that on January 14, 2009 The Nasdaq Stock Market (the "Exchange") received from Oak Valley Bancorp (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

Common Stock without par value

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,

Gary Sundick

END