

**NASDAQ**

THE NASDAQ STOCK MARKET  
8600 BLACKWELL ROAD  
ROCKVILLE, MD 20850

P. William Slattery  
Vice President  
Listing Qualifications

By Facsimile and First Class Mail

April 4, 2011

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 March 28, 2011 The Nasdaq Stock Market (the "Exchange") received from Sanofi-Aventis (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

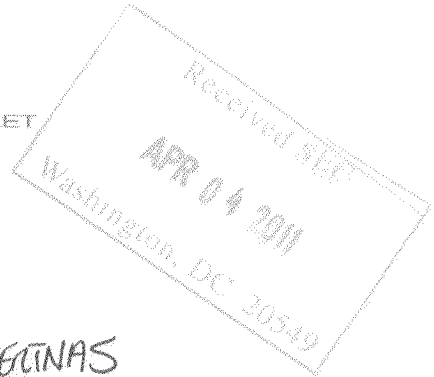
Contingent Value Rights

We further certify that the security described above have 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,

*William Slattery*



CELTINAS  
001-31368