

Certnqs

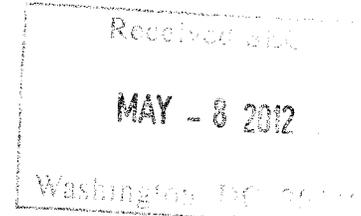
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NASDAQ
THE NASDAQ OMX GROUP



12025287

William Slattery, CFA
Vice President
Listing Qualifications



By Electronic Mail

May 8, 2012

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:

By letter dated April 26, 2012, I advised you that the Exchange had received a Form 8-A from CNS Response, Inc. for registration of its common stock and the Exchange had approved the security for listing and registration.

Since then, we have been advised that the company wishes to withdraw its application to list the security on the Exchange. Accordingly, we hereby withdraw our earlier certification of approval.

Sincerely,

William Slattery