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NASDAQ
THE NASDAQ OMX GROUP

Gary Sundick
Vice President
Listing Qualifications

Received SEC

JUL 10 2012

By Electronic Mail

July 10, 2012

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

Washington, DC 20549

CERT NAS

File No. 001-35592

Dear Mr. Thomas:

This is to certify that on June 29, 2012 The Nasdaq Stock Market (the "Exchange") received from Counterpath Corporation (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

Common Stock, par value \$0.001

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 N. Sundick