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NASDAQ
THE NASDAQ OMX GROUP

Gary N. Sundick
Vice President
Listing Qualifications

Received SEC

JUL 24 2012

By Electronic Delivery to: filer-support@sec.gov

Washington, DC 20549
CERT NAS
File No. 001-34781

July 24, 2012

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

Dear Mr. Thomas:

This is to certify that on July 24, 2012, The Nasdaq Stock Market (the "Exchange") received from Motricity, Inc. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

Rights to purchase units consisting of 0.02599 shares of 12% Redeemable Series J Preferred Stock and 0.30861 warrants to purchase a share of Common Stock

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,

Gary N. Sundick