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NASDAQ

THE NASDAQ STOCK MARKET
LISTING QUALIFICATIONS DEPARTMENT
9600 BLACKWELL ROAD
ROCKVILLE, MD 20850

1-8061

Michael S. Emen
Senior Vice President
Listing Qualifications

REC'D S.E.C.
AUG 01 2006
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By Facsimile and First Class Mail

August 1, 2006

Brian K. Johnson
Office of Filings & Information Services
U.S. Securities & Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

PROCESSED

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THOMSON
FINANCIAL

Dear Mr. Johnson

This is to certify that on July 31, 2006, The Nasdaq Stock Market (the "Exchange") received from Frequency Electronics, Inc. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

Common Stock, \$1.00 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,