



1-31251-01

February 25, 2002

Cert NYS

Ms. Krista M. Hughes
Branch Chief
Securities and Exchange Commission
Branch of Filer Support 2
Room 1004 -- STOP/1-4
450 Fifth Street, NW
Judiciary Plaza
Washington, DC 20549



PROCESSED
FEB 27 2002
THOMSON
FINANCIAL

Dear Ms. Hughes:

The New York Stock Exchange certifies approval for listing and registration under the Securities Exchange Act of 1934, Banknorth Capital Trust II, 8% Trust Preferred Securities (and the Guarantee by Banknorth Group, Inc. with respect thereto) and requests immediate acceleration of registration. Adequate distribution assured. Form 8-A received on February 25, 2002. Tentative listing date - March 6, 2002.

Sincerely,

Paras eladko