

Nov-19-02 11:59am From-  
manager  
Securities Operations

T-308 P.003/003 F-688  
20 Broad Street  
New York, NY 10005

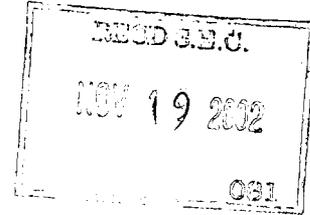
tel: 212.656.5026  
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*Cert NYS*  
**NYSE**



1-31532

November 19, 2002



Mr. Brian Johnson  
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**  
NOV 22 2002  
THOMSON  
FINANCIAL

Dear Mr. Johnson:

The New York Stock Exchange certifies approval for listing and registration under the Securities Exchange Act of 1933, John Hancock Preferred Income Fund II, Common Shares of Beneficial Interest, No Par Value. The NYSE requests simultaneous acceleration of registration of the Securities Exchange Act of 1934, together with the 1933 Act. Adequate distribution assured. Form 8-A received on November 19, 2002. Tentative listing date – November 26, 2002.

Sincerely,

*Parad Mehta*