



AMERICAN STOCK EXCHANGE
Equities Options ETFs

Cert AMX



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Division of Market Regulation
Securities and Exchange Commission
Judiciary Plaza
450 Fifth Street, NW
Washington, D.C. 20549

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JUN 02 2003

THOMSON FINANCIAL

Dear Ms. Stroud:

This is to certify that the American Stock Exchange, LLC (the "Exchange") received from J.P. Morgan Chase & Co. (the Registrant) a copy of the Company's Registration Statement on Form 8-A for the registration of the following security:

Market Participation Notes
(linked to the S&P 500 Index)
due 2008

We further certify that the above security has been approved by the Exchange for listing and registration, upon official notice of issuance, and understand that the 8A will be immediately effective upon your receipt of same, in accordance with SEC Rule 3a12-11.

Sincerely,