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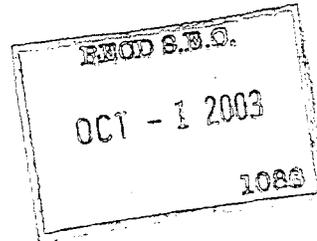
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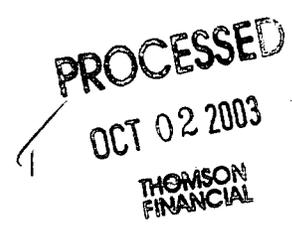
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NYSE

October 1, 2003



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



Dear Ms. Hughes:

The New York Stock Exchange certifies approval for listing and registration under the Securities Exchange Act of 1934, J.P. MORGAN CHASE CAPITAL XII, 6.250% Capital Securities, Series L (and the Guarantee by J.P. Morgan Chase & Co. with respect thereto) and requests immediate acceleration of registration. Adequate distribution assured. Form 8-A received on October 1, 2003. Tentative listing date – Not yet determined.

Sincerely,