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CERTNYS
NYSE

July 13, 2004

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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

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Dear Mr. Johnson:

The New York Stock Exchange certifies approval for listing and registration under the Exchange Act of 1933, FREESCALE SEMICONDUCTOR INC., Class A Common Stock, par value \$.01 per share (and associated preferred stock purchase rights). 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 July 13, 2004. Tentative listing date – July 16, 2004.

Sincerely,