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September 28, 2004

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 Mr. Johnson:

The New York Stock Exchange certifies approval for listing and registration under the Securities Exchange Act of 1934, The ROYAL BANK OF SCOTLAND GROUP PLC, American Depositary Shares, Series L (Each representing Non-cumulative Dollar Preference Shares, Series L) and Non-cumulative Dollar Preference Shares, Series L (application for the Non-cumulative Dollar Preference Shares, Series L is made for listing, not for trading, but only in connection with the registration of American Depositary Shares pursuant to the requirements of the New York Stock Exchange) and requests immediate acceleration of registration. Adequate distribution assured. Form 8-A received on September 28, 2004. Tentative listing date – October 1, 2004.

Sincerely,

*Paul Madho*

**PROCESSED**

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