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REC'D SEC

OCT 6 2004

October 6, 2004

Ms. Willie Mae Stroud
Filer Support - 2
Room 1004, Mail Stop 1-4
Office of Filing Information & Consumer Services
Division of Market Regulation
Securities and Exchange Commission
Judiciary Plaza
450 Fifth Street, NW
Washington, D.C. 20549

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:

Principal Protected Notes
Based on the Value of the Dow Jones Industrial Average Index
Due October, 2010

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,

Richard A. Mikaliunas

✓ PROCESSED
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