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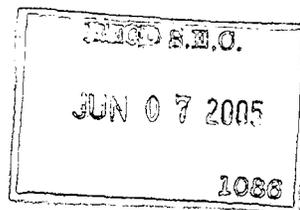
CERTNYSE



1-10306



June 7, 2005



Mr. Brian Johnson
Branch Chief
Securities and Exchange Commission
Branch of Filer Support 2
Room 2531 – STOP 1004
100 F Street, NE
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 N (Each representing Non-cumulative Dollar Preference Shares, Series N) and Non-cumulative Dollar Preference Shares, Series N (application for the Non-cumulative Dollar Preference Shares, Series N 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 June 7, 2005. Tentative listing date – June 13, 2005.

Sincerely,

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