



11007613

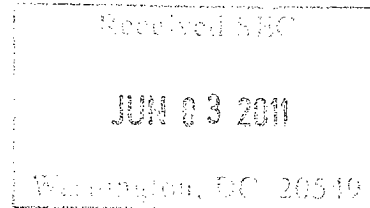
NYSE Euronext

Edwin Mecabe
Managing Director
Corporate Actions and Market Watch

20 Broad Street, 17th Floor
New York, NY 10005
T +1 212 656 5026
F +1 212 656 5893
emecabe@nyx.com

June 3, 2011

Ms. Velma T. Smith
Branch Chief
Securities and Exchange Commission
Branch of Filer Support 2
Room 2531
100 F Street, NE
Washington, DC 20549



CERT NYS
File No. 001-31486

Dear Ms. Smith:

The New York Stock Exchange certifies approval for listing and registration under the Securities Exchange Act of 1934, Webster Financial Corporation, Warrants (expiring November 21, 2018), and requests immediate acceleration of registration. Adequate distribution assured. Form 8-A received on June 3, 2011. Tentative listing date – June 3, 2011.

Sincerely,