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December 29, 2011

Ms. Cecile Peters
Chief, Information Technology
Division of Corporation Finance
100 F Street, NE MS 3040
Washington, DC 20549

DEC 29 2011
CERT NYS
File No. 001-35390

Dear Ms. Peters:

The New York Stock Exchange certifies approval for listing and registration under the Securities Exchange Act of 1934, First Niagara Financial Group, Inc., Fixed-to-Floating Rate Perpetual Non-Cumulative Preferred Stock, Series B, par value \$0.01 per share, and requests immediate acceleration of registration. Adequate distribution assured. Form 8-A received on December 29, 2011. Tentative listing date – December 30, 2011.

Sincerely,