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Anthony J. Horan
Corporate Secretary
Office of the Secretary

August 12, 2002

Jonathan G. Katz
Secretary
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, DC 20549

Re: File No. 4-460: Order Requiring the Filing of Sworn Statements Pursuant to Section 21(a)(1) of the Securities Exchange Act of 1934 (June 27, 2002).

Dear Mr. Katz:

Enclosed are the following statements delivered pursuant to the Commission's order dated June 27, 2002.

- Statement under oath of William B. Harrison, Jr., Chief Executive Officer, J.P. Morgan Chase & Co.
- Statement under oath of Dina Dublon, Chief Financial Officer, J.P. Morgan Chase & Co.

Very truly yours,

Ajh/dj
Enclosures

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**Statement Under Oath of Principal Executive Officer and Principal Financial Officer
Regarding Facts and Circumstances Relating to Exchange Act Filings**

I, Dina Dublon, state and attest that:


- (1) To the best of my knowledge, based upon a review of the covered reports of J.P. Morgan Chase & Co., and, except as corrected or supplemented in a subsequent covered report:
 - no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
 - no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).
- (2) I have reviewed the contents of this statement with the Company's audit committee.
- (3) In this statement under oath each of the following, if filed on or before the date of this statement, is a "covered report":
 - Annual Report on Form 10-K for the year ended December 31, 2001 of J.P. Morgan Chase & Co. filed with the Commission;
 - all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of J.P. Morgan Chase & Co. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
 - any amendments to any of the foregoing.



 Dina Dublon
 Chief Financial Officer
 August 12, 2002

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Subscribed and sworn to before me
 this 12th day of August 2002.



 Notary Public

My Commission Expires: April 9, 2003

ANTHONY J. HORAN
 Notary Public, State of New York
 No. 02HO8057143
 Qualified in New York County
 Commission Expires April 9, 2003