



Comptroller of the Currency  
Administrator of National Banks

Large Bank Licensing, MS 7-13  
250 E Street, S.W.  
Washington, DC 20219

November 4, 2004

OCC Control Nr. 2004-ML-02-0006

Mr. Joseph R. Bielawa  
Assistant General Counsel  
Legal Department  
J.P. Morgan Chase & Company  
270 Park Avenue, Floor 39  
New York, New York 10017

Dear Mr. Bielawa:

This letter is the official certification of the Office of the Comptroller of the Currency for the merger of Bank One, National Association, Chicago, Illinois, Charter Nr. 8, and Bank One, National Association, Columbus, Ohio, Charter Nr. 7621, into and under the charter and title of JPMorgan Chase Bank, National Association, New York, New York, Charter Nr. 24542, effective November 13, 2004.

The resulting bank, JPMorgan Chase Bank, National Association, New York, New York, Charter Nr. 24542, has elected to retain the main office site of Bank One, National Association, Columbus, Ohio, Charter Nr. 7621, as the main office of the resulting bank. Accordingly, this letter also serves as the official authorization for JPMorgan Chase Bank, National Association, Columbus, Ohio, Charter Nr. 24542, to operate the other head offices of the above listed merging banks as branches of the resulting bank at the following sites:

Popular Name : Chicago Main Branch  
Certificate Nr. : 128936A  
Address : 1 Bank One Plaza  
Chicago, Illinois 60670

Popular Name : New York Main Branch  
Certificate Nr. : 128937A  
Address : 270 Park Avenue  
New York, New York 10017

EXHIBIT  
"G"

Merger Certificate

JPMorgan Chase Bank, National Association, New York, New York

Bank One, National Association, Chicago, Illinois

Bank One, National Association, Columbus, Ohio

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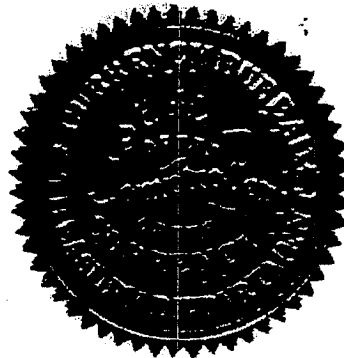
Branch authorizations previously granted to the merging banks automatically convey to the resulting bank and will not be reissued. Please furnish a copy of this certificate to personnel responsible for branch administration.

The OCC also authorizes the resulting bank, should the merger occur between Call Report dates, to recalculate its legal lending limit. The new lending limit should be calculated by using data from the last Call Report of the individual banks filed prior to consummating the merger, as adjusted for the combination. The resulting bank will then file a new Call Report and begin calculating its legal lending limit according to 12 C.F.R. 32.4(a) at the end of the quarter following consummation of the merger.

Sincerely,



Richard T. Erb  
Licensing Manager



# Comptroller of the Currency

TREASURY DEPARTMENT



OF THE UNITED STATES

Washington, D. C.

EXHIBIT "G"

Whereas, satisfactory evidence has been presented to the Comptroller of the Currency that  
**JPMorgan Chase Bank, National Association**

located in New York, State of New York, has complied with all provisions of the statutes of the United States required to be complied with before being authorized to commence the business of banking as a National Banking Association;

Now, therefore, I hereby certify that the above-named association is authorized to commence the business of banking as a National Banking Association.  
In testimony whereof, witness my signature and seal of office November 13, 2004.



*[Handwritten Signature]*  
Acting Comptroller of the Currency

Charter No. 24542

#5379 P.002

PROGRAMCHARGE

FORM 9999-100-1000

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Comptroller of the Currency  
Administrator of National Banks

Washington, D.C. 20219

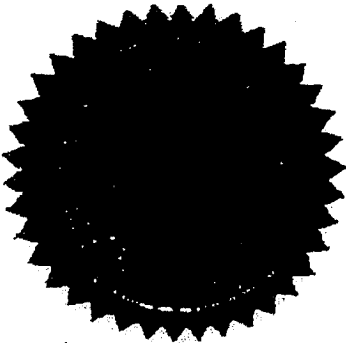
**Certificate of Corporate Existence and Fiduciary Powers**

I, Julie L. Williams, Acting Comptroller of the Currency, do hereby certify that:

1. The Comptroller of the Currency, pursuant to Revised Statutes 324, et seq., as amended, 12 U.S.C. 1, et seq., as amended, has possession, custody and control of all records pertaining to the chartering of all National Banking Associations.

2. "JPMorgan Chase Bank, National Association," New York, New York, (Charter No. 8) is a National Banking Association formed under the laws of the United States and is authorized thereunder to transact the business of banking and exercise Fiduciary Powers on the date of this Certificate.

IN TESTIMONY WHEREOF, I have hereunto  
subscribed my name and caused my seal of office  
to be affixed to these presents at the Treasury  
Department in the City of Washington and  
District of Columbia, this November 17, 2004.



*Acting Comptroller of the Currency*

EXHIBIT  
"H"