

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES ACT OF 1933
Release No. 8907 / March 27, 2008

SECURITIES EXCHANGE ACT OF 1934
Release No. 57571 / March 27, 2008

ADMINISTRATIVE PROCEEDING
File No. 3-13000

In the Matter of

JPMORGAN CHASE & CO.,

Respondent.

**ORDER UNDER SECTION 27A(b) OF
THE SECURITIES ACT OF 1933, AND
SECTION 21E(b) OF THE
SECURITIES EXCHANGE ACT OF
1934, GRANTING WAIVERS OF THE
DISQUALIFICATION PROVISIONS
OF SECTION 27A(b)(1)(A)(ii) OF THE
SECURITIES ACT OF 1933 AND
SECTION 21E(b)(1)(A)(ii) OF THE
SECURITIES EXCHANGE ACT OF
1934**

Respondent JPMorgan Chase & Co. (the “Respondent”) submitted a letter, dated January 29, 2008, requesting a waiver of the disqualification provisions of Section 27A(b)(1)(A)(ii) of the Securities Act of 1933 (“Securities Act”) and Section 21E(b)(1)(A)(ii) of the Securities Exchange Act of 1934 (“Exchange Act”) arising from the settlement of a cease-and-desist proceeding commenced by the Commission. On March 27, 2008, pursuant to the Respondent’s Offer of Settlement, the Commission instituted an Order Instituting Cease-and-Desist Proceedings, Making Findings, and Imposing a Cease-and-Desist Order Pursuant to Section 8A of the Securities Act of 1933 against the Respondent.

The Order finds that the Respondent was a cause of National Century Financial Enterprises, Inc.’s violations of Section 17(a)(3) of the Securities Act. The Order also requires (1) Respondent to cease and desist from committing or causing any violations and any future violations of Section 17(a)(3) of the Securities Act; and (2) Respondent to pay disgorgement of \$1,286,808.82 and prejudgment interest of \$711,335.76.

The safe harbor provisions of Section 27A(c) of the Securities Act and Section 21E(c) of the Exchange Act are not available for any forward looking statement that is “made with respect to the business or operations of the issuer, if the issuer...during the 3-

year period preceding the date on which the statement was first made...has been made the subject of a judicial or administrative decree or order arising out of a governmental action that (I) prohibits future violations of the antifraud provisions of the securities laws; (II) requires that the issuer cease and desist from violating the antifraud provisions of the securities laws; or (III) determines that the issuer violated the antifraud provisions of the securities laws[.]” Section 27A(b)(1)(A)(ii) of the Securities Act; Section 21E(b)(1)(A)(ii) of the Exchange Act. The disqualifications may be waived “to the extent otherwise provided by rule, regulation or order of the Commission.” 27A(b) of the Securities Act; Section 21E(b) of the Exchange Act.

Based on the representations set forth in the Respondent’s January 29, 2008 request letter, the Commission has determined that, under the circumstances, the request for a waiver of the disqualifications resulting from the entry of the Order is appropriate and should be granted.

Accordingly, **IT IS ORDERED**, pursuant to Section 27A(b) of the Securities Act and 21E(b) of the Exchange Act, that a waiver from the disqualification provisions of Section 27A(b)(1)(A)(ii) of the Securities Act and Section 21E(b)(1)(A)(ii) of the Exchange Act as to the Respondent resulting from the entry of the Order is hereby granted.

By the Commission.

Nancy M. Morris
Secretary