

1-5881

CERT/BSE



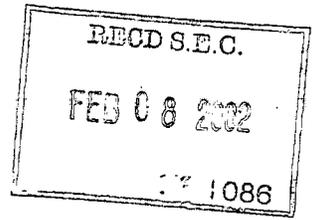
BOSTON STOCK EXCHANGE



February 8, 2002

Ms. Krista M. Hughes, Chief  
Corporate Filer Group 2  
Room 1004  
Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, DC 20549

Via Fax & Mail: (202) 942-9608



Dear Ms. Hughes:

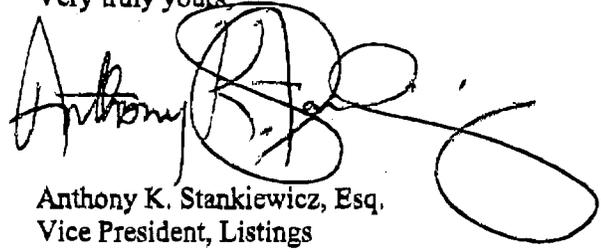
We submit herewith, in duplicate, a Certification of the Boston Stock Exchange, Inc., relative to listing and permanent registration pursuant to the Commission's Rule 12d1-1 for the following security:

**BNS Co.**  
**Common Stock - Class A \$.01 Par Value**  
**Preferred Stock - \$1.00 Par Value**

As it is proposed that trading may commence as soon as possible, acceleration of registration under Rule 12d1-2 is hereby requested.

Your acknowledgment on the duplicate of this letter would be appreciated.

PROCESSED  
FEB 12 2002  
THOMSON FINANCIAL

Very truly yours,  
  
Anthony K. Stankiewicz, Esq.  
Vice President, Listings

Encl.

cc: Division of Market Regulation

Andrew C. Genor  
President and CEO  
BNS Co.  
275 West Natick Road  
Warwick, RI 02886  
(401) 244-0022

Howard K. Fuguet, Esq.  
(617) 951-7050



BOSTON  
STOCK EXCHANGE

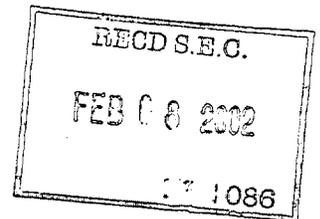
**CERTIFICATE OF THE BOSTON STOCK EXCHANGE  
RELATIVE TO LISTING AND PERMANENT REGISTRATION  
PURSUANT TO RULE X-12D1-1**

Securities and Exchange Commission  
Washington, D.C.

The Governing Committee of the Boston  
Stock Exchange hereby certifies that on February 8, 2002  
it received from

**BNS Co.**

FILE NO.  
FORM 8-A



what purports to be the application for permanent registration of the following  
securities on this Exchange:

<u>Title of Security</u>	<u>Issued</u>	<u>Unissued</u>
Common Stock - \$0.01 Par Value	3,125,607	0
Preferred Stock - \$1.00 Par Value	0	1,000,000

that it has received the following amendments on the dates stated:

**None**

The Governing Committee of the Boston Stock Exchange further certifies that it has approved the above-mentioned issued securities for listing and registration, and that it has approved the above-mentioned unissued securities for addition to the list upon notice of issuance.

GOVERNING COMMITTEE  
BOSTON STOCK EXCHANGE

*Anthony K. Stankiewicz*  
Anthony K. Stankiewicz, Esq.  
Vice President, Listings

February 8, 2002  
Date