

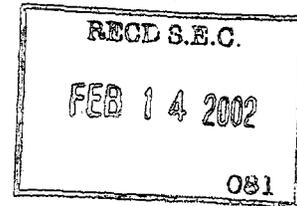


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BOSTON STOCK EXCHANGE

1-5881



CeetBse

February 13, 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

PROCESSED

RE: Amended SEC Certification

MAR 04 2002

Dear Ms. Hughes:

THOMSON FINANCIAL

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.**  
**Series B Participating Preferred Stock Purchase Rights - \$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.

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

**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 12, 2002**  
it received from

**BNS Co.**

FILE NO.  
FORM 8-A/A

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

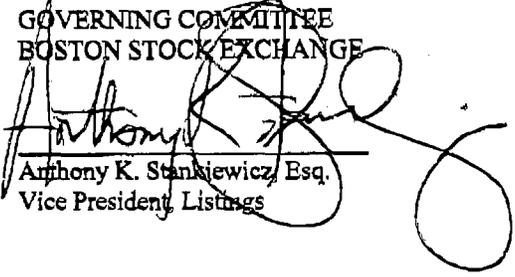
<u>Title of Security</u>	<u>Issued</u>	<u>Unissued</u>
Series B Participating Preferred Stock Purchase Rights-\$1.00 Par Value	0	3,125,607

that it has received the following amendments on the dates stated: **Form 8-A/A**

**February 12, 2002**

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, Esq.  
Vice President, Listings

February 13, 2002  
Date