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**AMERICAN STOCK EXCHANGE**  
Equities Options ETFs



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*Cert Amx*

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May 4, 2004

Ms. Willie Mae Stroud  
Filer Support - 2  
Room 1004, Mail Stop 1-4  
Office of Filing Information & Consumer Services  
Division of Market Regulation  
Securities and Exchange Commission  
Judiciary Plaza  
450 Fifth Street, NW  
Washington, D.C. 20549

**PROCESSED**

MAY 27 2004



Dear Ms. Stroud:

This is to certify that the American Stock Exchange (the "Exchange") received from Bear Stearns Companies, Inc. (the "Registrant") a copy of the Company's application on Form 8-A for the registration of the following security:

*Principal Protected Notes linked to the  
S&P 500 Index  
Due November, 2009*

We further certify that the above security has been approved by the Exchange for listing and registration, upon official notice of issuance, and understand that the 8A will be immediately effective upon your receipt of this letter.

Sincerely,

Richard Mikaliunas