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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 19b-4(e)**

**Information Required of a Self-Regulatory Organization Listing and Trading a New  
Derivative Securities Product Pursuant to Rule 19b-4(e) Under the Securities Exchange Act of 1934**

**READ ALL INSTRUCTIONS PRIOR TO COMPLETING FORM**

**Part I Initial Listing Report**

1. Name of Self-Regulatory Organization Listing New Derivative Securities Product:  
**NYSE Arca, Inc.**



**09051451**

2. Type of Issuer of New Derivative Securities Product (e.g., clearinghouse, broker-dealer, corporation, etc.):  
**Corporation**

3. Class of New Derivative Securities Product:  
**Equity Index-Linked Notes**

4. Name of Underlying Instrument:  
**Dow Jones-AIG Commodity Index Excess Return**

5. If Underlying Instrument is an Index, State Whether it is Broad-Based or Narrow-Based:  
**Broad-based**

6. Ticker Symbol(s) of New Derivative Securities Product:  
**MKN**

7. Market or Markets Upon Which Securities Comprising Underlying Instrument Trades:  
**London Metal Exchange, New York Board of Trade, Commodity Exchange, Inc., Chicago Board of Trade, New York Cotton Exchange, New York Mercantile Exchange, Chicago Mercantile Exchange**

8. Settlement Methodology of New Derivative Securities Product:  
**Regular way trades settle on T+3/Book entry only held in DTC.**

9. Position Limits of New Derivative Securities Product (if applicable):  
**Not applicable.**

**Part II Execution**

The undersigned represents that the governing body of the above-referenced Self-Regulatory Organization has duly approved, or has duly delegated its approval to the undersigned for, the listing and trading of the above-referenced new derivative securities product according to its relevant trading rules, procedures, surveillance programs and listing standards.

Name of Official Responsible for Form:  
**Janet M. Kissane**

Title:  
**Corporate Secretary**

Telephone Number:  
**(212) 656-2039**

Manual Signature of Official Responsible for Form:  
*Janet M. Kissane*  
**March 26, 2009**

<b>Act</b>	<b>Securities Exchange Act of 1934</b>
<b>Section</b>	<b>19b-4</b>
<b>Rule</b>	<b>19b-4(e)</b>
<b>Public Availability:</b>	<b>MAR 30 2009</b>

Janet Kissane  
Corporate Secretary

NYSE Arca, Inc.  
11 Wall Street  
New York, NY 10005



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tel: 212.656.2039  
fax: 212.656.3939  
jkissane@nyx.com

**Via Overnight Mail**

March 27, 2009

Ms. Gail Jackson  
US Securities and Exchange Commission  
Division of Trading and Markets  
Station Place – Building I  
100 F Street, N.E. – Room 6628  
Washington, DC 20549

**Re: Form 19b-4(e) – Bank of America Corporation; Citigroup Funding, Inc., Morgan Stanley**

Dear Ms. Jackson:

Enclosed for filing pursuant to Section 19(b) of the Securities Exchange Act of 1934 and Rule 19b-4 thereunder, please find an original and nine copies of Form 19b-4(e) with respect to the following securities:

- Bank of America Corporation, Market Index Target Term Securities<sup>®</sup> Linked to the S&P 500<sup>®</sup> Index, due March 28, 2014 (Ticker Symbol SCT);
- Citigroup Funding, Inc., 3% Minimum Coupon Principal Protected Notes Based Upon the Dow Jones-AIG Commodity Index Excess Return Index Due April 7, 2014 (Ticker Symbol MKN);
- Morgan Stanley, Protected Absolute Return Barrier Notes due March 20, 2011 Based on the Value of the S&P 500<sup>®</sup> Index (Ticker Symbol SNZ);
- Morgan Stanley, Global Medium-Term Notes Series F Buffered PLUS due March 20, 2011 Based on the Value of the S&P 500<sup>®</sup> Index (Ticker Symbol BJI);

If you have any questions, please do not hesitate to call me at (212) 656-2039.

Sincerely,

Enclosures

Cc: Tim Malinowski (NYSE Euronext)

Act	Securities Exchange Act of 1934
Section	19b-4
Rule	19b-4(e)
Public Availability:	MAR 30 2009