



**AMERICAN
STOCK EXCHANGE***
Equities Options ETFs

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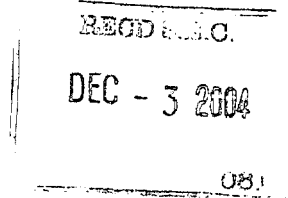


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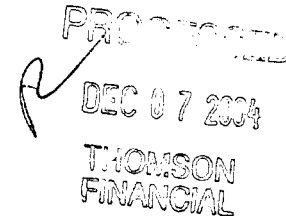
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December 3, 2004

Ms. Willie Mae Stroud
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Office of Filing Information & Consumer Services
Division of Market Regulation
Securities and Exchange Commission
Judiciary Plaza
450 Fifth Street, NW
Washington, D.C. 20549



Dear Ms. Stroud:

This is to certify that the American Stock Exchange LLC (the "Exchange") has received from Bank of America Corporation (the "Registrant") a copy of the Company's application on Form 8-A for the registration of the following security:

***Capital Protected Equity Performance Linked Securities
"Index CYCLES"
Linked to the S&P MidCap 400 Index
due 2010***

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 A. Mikaliunas