

To: Head of NASDAQ Trading; Compliance Officers

From: BX Listing Qualifications Department

Date: January 15, 2009

Overview

The S&P 500® Market Index Target-Term Securities of Merrill Lynch & Co., Inc. (the "MITTS Securities") will trade with the ticker symbol MSPX and the CUSIP number is 59021W 70 4*.

Description

The MITTS Securities are designed for investors who want to protect their investment by receiving at least the principal amount of their investment at maturity and to participate in possible increases in the S&P 500 Index, an index published by Standard & Poor's intended to provide an indication of the pattern of common stock price movement. The S&P 500 Index is intended to provide an indication of the pattern of common stock price movement. The value of the S&P 500 Index is based on the relative value of the aggregate market value of the common stocks of 500 companies as of a particular time compared to the aggregate average market value of the common stocks of 500 similar companies during the base period of the years 1941 through 1943.

The MITTS Securities have certain unique characteristics, investors should be afforded an explanation of such special characteristics and risks attendant to trading thereof, including, but not limited to, the following:

- The MITTS Securities are a series of senior debt securities issued by Merrill Lynch & Co., Inc. and are not secured by collateral. Each unit of MITTS Securities represents \$10 principal amount of MITTS Securities.
- The MITTS Securities will mature on August 5, 2010, and cannot be redeemed at any earlier date.
- No payments will be made on the MITTS Securities until maturity.
- On the stated maturity date, holders of the MITTS Securities will receive a cash payment equal to the sum of the \$10 principal amount and the "Supplemental Redemption Amount," if any. The Supplemental Redemption Amount per unit is an amount representing the increases in the value of the S&P 500 Index as reduced by an annual adjustment factor. As a result of the application of the adjustment factor, of 1.7%, the values of the S&P 500 Index used to calculate the Supplemental Redemption Amount will be approximately 11.23% less than the actual closing values of the S&P 500 Index.
- If the adjusted ending value of the S&P 500 Index is less than or equal to the starting value of the S&P 500 Index, as defined in the prospectus supplement, the Supplemental Redemption Amount will be zero. In such a case, the holders of the MITTS Securities will receive only the \$10 principal amount of the MITTS Securities.

Other Important Information

There can be no assurances as to how the MITTS Securities will trade in the secondary market or whether such market will be liquid or illiquid. Securities with characteristics

similar to the Notes are unique securities, and there is currently no secondary market for the Notes. The market value for the Notes will be affected by a number of factors including, but not limited to:

- The value of the S&P 500 Index.
- The volatility of S&P 500 Index.
- Events that affect the stocks underlying the S&P 500 Index or stock markets generally that may affect the value of the S&P 500 Index.
- Interest and dividend yield rates in the market.
- Merrill Lynch & Co., Inc.'s creditworthiness.

Before a member undertakes to recommend a transaction in the MITTS, such member shall have reasonable grounds for believing that the recommendation is suitable for such customer upon the basis of the facts, if any, disclosed by such customer as to his other security holdings and as to his financial situation and needs. Members are requested to communicate this information to all branches.

Trading in the MITTS on BX is on a UTP basis and is subject to BX equity trading rules. The MITTS will trade from 8:00 a.m. until 7:00 p.m. Eastern Time. Additional risks may exist with respect to trading the MITTS during BX's Pre-Market and Post-Market sessions, when the Index's value may not be disseminated.

Contact Information

For additional information regarding the MITTS, please see:

- The Prospectus Supplement, filed with the Securities and Exchange Commission (SEC) by Merrill Lynch & Co., Inc. on or about August 4, 2003.
- The Prospectus of Merrill Lynch & Co., Inc. relating to this transaction was filed with the SEC on September 25, 2002.

Any additional questions can be directed to:

- Will Slattery, BX Listing Qualifications, at 301.978.8088
- BX Market Sales at 800.846.0477

*** The CUSIP Number on this notice is not provided by the American Banking Association and has been independently gathered.**