

STOCK EXCHANGE			
Regulatory Information Circular			
Circular number:	2009-52	Contact:	Russ Davidson
Date:	February 13, 2009	Telephone:	(646) 805-1857

Subject: MITTS

Background Information on the Security

The MITTS 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 value of the S&P 500 Index is based on the relative aggregate value of the common stock 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, and investors should receive an explanation of such special characteristics and risks, including, but not limited to, the following:

- The MITTS are a series of senior debt securities issued by Merrill Lynch & Co., Inc. and are not secured by collateral. The principal value of each MITTS unit is \$10.
- The MITTS Securities will mature on August 31, 2011, and may not be redeemed at any earlier date.
- No payments will be made on the MITTS 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, if any, 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 1.10%, the values of the S&P 500 Index used to calculate the Supplemental Redemption Amount will be approximately 7.41% 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 will receive only the \$10 principal amount.

Other Important Information

There can be no assurances as to how the MITTS will trade in the secondary market or whether such market will be liquid or illiquid. Securities with characteristics similar to the MITTS are unique securities, and there is currently no secondary market for the MITTS. The market value for the MITTS 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 may recommend a transaction in the MITTS to a customer, the member shall have reasonable grounds for believing (and must reasonably believe) that the recommendation is suitable for such customer based on the facts disclosed by such customer as to his other security holdings and as to his financial situation and needs. A member is required to make reasonable efforts to obtain information concerning the customer's financial status, tax status and investment objectives, and such other information used or considered reasonable by the member in making recommendations to the customer. Members are requested to communicate this information to all branches.

Exchange Rules Applicable to Trading in the Notes

The Notes are considered equity securities, thus rendering trading in the Notes subject to the Exchange's existing rules governing the trading of equity securities.

Trading Hours

Trading in the Notes on ISE is on a UTP basis and is subject to ISE equity trading rules. The Notes will trade from 8:00 a.m. until 8:00 p.m. Eastern Time. Equity EAMs trading the Notes during the Extended Market Sessions are exposed to the risk of the lack of the calculation or dissemination of underlying index value or intraday indicative value ("IIV"). For certain derivative securities products, an updated underlying index value or IIV may not be calculated or publicly disseminated in the Extended Market hours. Since the underlying index value and IIV are not calculated or widely disseminated during Extended Market hours, an investor who is unable to calculate implied values for certain derivative securities products during Extended Market hours may be at a disadvantage to market professionals.

Trading Halts

ISE will halt trading in the Shares of a Trust in accordance with ISE Rule 2101(a)(2)(iii). The grounds for a halt under this Rule include a halt by the primary market because it stops trading the Shares and/or a halt because dissemination of the IIV or applicable currency spot price has ceased, or a halt for other regulatory reasons. In addition, ISE will stop trading the Shares of a Trust if the primary market de-lists the Shares.

Delivery of a Prospectus

Pursuant to federal securities laws, investors purchasing Shares must receive a prospectus prior to or concurrently with the confirmation of a transaction. Investors purchasing Shares directly from the Fund (by delivery of the Deposit Amount) must also receive a prospectus.

Prospectuses may be obtained through the Distributor or on the Fund's website. The Prospectus does not contain all of the information set forth in the registration statement (including the exhibits to the registration statement), parts of which have been omitted in accordance with the rules and regulations of the SEC. For further information about the Fund, please refer to the Trust's registration statement.

This Regulatory Information Circular is not a statutory Prospectus. Equity EAMs should consult the Trust's Registration Statement, SAI, Prospectus and the Fund's website for relevant information.

Appendix A

Ticker	Fund Name	CUSIP Number
MTTX	MITTS	59021 W 21 7