

**To:** Head Traders, Technical Contacts, Compliance Officers, Heads of ETF Trading, Structured Products Traders

**From:** BX Listing Qualifications Department

**DATE:** January 15, 2009

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### Overview

The MITTS will trade with the ticker symbol MTTX, and the CUSIP number is 59021W 21 7\*.

### Description

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.

### Trading Hours

The values of each index underlying the MITTS are disseminated to data vendors every 15 seconds. The MITTS will trade on BX between 8:00 a.m. and 7:00 p.m. ET. For trading during BX's Pre-Market and Post-Market Sessions, market participants should note that additional risks may exist with respect to trading the MITTS during these sessions, when the underlying index's values 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 25, 2004.
- The Prospectus of Merrill Lynch & Co., Inc. relating to this transaction was filed with the SEC on November 26, 2003.

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.**