



Information Circular: Merrill Lynch & Co., Inc. Accelerated Return Notes

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

From: BX Listing Qualifications Department

DATE: January 15, 2009

Index-Linked Notes

Symbol CUSIP Number

Merrill Lynch & Co., Inc. Accelerated Return Notes
Linked to the PHLX Semiconductor Index

ELU 59022Y204

Information on the Notes

Merrill Lynch & Co., Inc. (the "Issuer") has issued Strategic Return Notes ("Notes") linked to the PHLX Semiconductor Index (the "Index"). The Notes were priced at \$10 each and mature on January 21, 2009. The Notes are not principal protected.

As more fully set forth in the Prospectus Supplement, each \$10 principal amount of the securities will be deemed a "Unit" for purposes of trading and transfer. There will be no payments or redemptions prior to the maturity date.

The Notes provide full exposure to any downside movement in the Index and triple exposure to any upside movement in the Index, subject to a maximum payment at maturity of \$12.55 per Note.

At maturity, investors will receive

If the Ending Value is less than or equal to the Starting Value:

$$\$10 \times (\text{Ending Value} / \text{Starting Value})$$

If the Ending Value is greater than the Starting Value:

$$\$10 + [\$30 \times ((\text{Ending Value} - \text{Starting Value}) / \text{Starting Value})]$$

The Starting Value is 455.18. The Ending Value will be calculated using the closing values of the Index on five business days shortly before the maturity date. Investors should review the prospectus for more details regarding the calculation.

It is expected that the market value of the Notes will depend substantially on the value of the Index and may be affected by a number of other interrelated factors including, among other things: the general level of interest rates, the volatility of the Index, the time remaining to maturity, the dividend yield of the stocks comprising the underlying Index, and the credit ratings of the Issuer.

Trading in the Notes on BX is on a UTP basis and is subject to BX equity trading rules. The Notes will trade from 8:00 a.m. until 7:00 p.m. Eastern Time. 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 Funds during these sessions, when the underlying index's values may not be disseminated.

Trading of the Notes on BX is subject to the provisions of BX Rule 2310. Members recommending transactions in the Notes to customers should make a determination that the recommendation is suitable for the customer. In addition, members must possess sufficient information to satisfy the "know your customer" obligation that is embedded in the BX Conduct Rules.

Members also should review [NASD Notice to Members 03-71](#) for guidance on trading these products. The Notice reminds members of their obligations to: (1) conduct adequate due diligence to understand the features of the product; (2) perform a reasonable-basis suitability analysis; (3) perform customer-specific suitability analysis in connection with any recommended transactions; (4) provide a balanced disclosure of both the risks and rewards associated with the particular product, especially when selling to retail investors; (5) implement appropriate internal controls; and (6) train registered persons regarding the features, risk and suitability of these products.

This Information Circular is not a statutory prospectus. BX members should consult the registration statement or prospectus for the Notes for additional information.

Inquiries regarding this Information Circular should be directed to:

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