

STOCK EXCHANGE			
Regulatory Information Circular			
Circular number:	2008-264	Contact:	Russ Davidson
Date:	October 17, 2008	Telephone:	(646) 805-1857

Subject: Merrill Lynch & Co., Inc. MITTS

Information on the Notes

ISE today began trading Merrill Lynch & Co., Inc., Nikkei 225 Market Index Target-Term Securities (MITTS) based upon the Nikkei 225 Index. One million shares of the new seven-year securities were issued at \$10 principal amount, with a maturity date of March 30, 2009.

As more fully set forth in the Issuer’s Registration Statement (#333-52822), and Prospectus Supplement, the MITTS are senior unsecured debt securities of the Merrill Lynch & Co., Inc., which are being offered at an original price of 100% of the principal amount (\$10) and will not bear any periodic payments of interest.

MITTS will not be redeemable by the holder or callable by the Issuer prior to maturity. At maturity, each Unit will entitle the holder to receive \$10 plus a Supplemental Redemption Amount, if any, as represented by the following formula:

$$\$10 \times \frac{[\text{Adjusted Ending Value} - \text{Starting Value}]}{[\text{Starting Value}]}$$

The Supplemental Redemption Amount will be based on the percentage increase, if any, in the Nikkei 225 Index. The Starting Value was determined as 11,261.09 on the Pricing Date. The Adjusted Ending Value will be determined by the Calculation Agent (MLPF&S, a subsidiary of the Issuer) and will equal the average (arithmetic mean) of the closing values of the Nikkei 225 Index determined on each of five business days shortly before maturity of the MITTS. The participation rate will be 112%. At maturity, holders will receive no less than the principal amount of the MITTS securities.

The Nikkei 225 Index is a stock index published by Nihon Keizai Shimbun, Inc. (“NKS”) that measures the composite price performance of selected Japanese stocks. The Nikkei 225 Index is currently based on 225 common stocks traded on the Tokyo Stock Exchange (the “TSE”) and represents a broad cross section of Japanese industry. All 225 underlying stocks are listed in the First Section of the TSE and are, therefore, among the most actively traded stocks on the TSE.

The Nikkei 225 Index is a modified, price-weighted index, which means an underlying stock’s weight in the Index is based on its price per share rather than the total market capitalization of the issuer.

It is expected that the market value of the MITTS will be affected by the value of the Index and 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 yields on the stocks comprising the Index, and the credit rating of the Issuer.

A beneficial owner of the Securities may receive no Supplemental Amount at maturity, or a Supplemental Redemption Amount that is below what the Companies in the index would pay as interest on a non-callable senior debt security with a similar maturity as that of the MITTS. The return of principal of the MITTS at maturity and the payment of the Supplemental Redemption Amount, if any, may not reflect the full opportunity costs implied by inflation or other factors relating to the time value of money.

The return a holder will receive on the MITTS, if any, will not be the same as the return that you would earn if you actually owned each of the common stocks underlying the Index and received the dividends paid on those stocks.

Ownership of the MITTS will be maintained in book-entry form by or through The Depository Trust Company. Beneficial owners of MNK will not have the right to receive physical certificates evidencing their ownership under very limited circumstances.

MNK will be quoted and trade as an equity issue in round lots of 100, and will trade "flat" without accrued interest.

Trading in the shares on ISE is on a UTP basis and is subject to ISE equity trading rules. The shares will trade from 9:00 a.m. until 4:00 p.m. Eastern Time. Equity Electronic Access Members ("Equity EAMs") trading the shares during the Pre-Market Session 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 Pre-Market hours. Since the underlying index value and IIV are not calculated or widely disseminated during Pre-Market hours, an investor who is unable to calculate implied values for certain derivative securities products during Pre-Market hours may be at a disadvantage to market professionals.

Equity EAMs 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 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
Exchange-Traded Fund Symbol CUSIP Number

Ticker	Fund Name	CUSIP Number
MNK	Merrill Lynch & Co., Inc., Nikkei 225 Market Index Target-Term Securities (MITTS) based upon the Nikkei 225 Index	590 21J 67 9