

STOCK EXCHANGE			
Regulatory Information Circular			
<b>Circular number:</b>	2008-292	<b>Contact:</b>	Russ Davidson
<b>Date:</b>	October 17, 2008	<b>Telephone:</b>	(646) 805-1857

**Subject: Merrill Lynch & Co., Inc. Index-Linked Notes**

**Information on the Notes**

Merrill Lynch & Co., Inc. (the “Issuer”) has issued Capped Leverage Index Return Notes (“Notes”) linked to the MSCI Emerging Markets Index (the “Index”). The Notes were priced at \$10 each and mature on January 29, 2010.

The Notes are senior, unsecured debt securities of Merrill Lynch & Co., Inc. that provide a leveraged return for investors, subject to a cap, if the level of the Index increases moderately from the Starting Value of the Index to the Ending Value of the Index. The Notes do not provide for any interest payment and the maturity payment return is capped. The Notes are not principal protected, therefore investors may receive a maturity payment that is less, and potentially significantly less, than the original public offering price.

Payment at Maturity will equal:

- If the Ending Value is greater than the Starting Value:

$$\$10 + [\$10 \times ((\text{Ending Value} - \text{Starting Value}) / \text{Starting Value}) \times 2]$$

Subject to the maximum payment at maturity of \$12.29.

- If the Ending Value is less than or equal to the Starting Value, but greater than or equal to the Threshold Value (937.67):

$$\$10$$

- If the Ending Value is less than the Threshold Value (937.67):

$$\$10 + [\$10 \times ((\text{Ending Index Value} - \text{Threshold Value}) / \text{Starting Value}) \times 1]$$

The Starting Value of the Index equals: 1,041.86. The Ending Value will be determined near the maturity date.

Please see the prospectus for the Notes for more details regarding the calculations and details regarding the Index.

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 Index, and the credit ratings of the Issuer.

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**

<b>Ticker</b>	<b>Fund Name</b>	<b>CUSIP Number</b>
MKI	Merrill Lynch & Co., Inc. Capped Leverage Index Return Notes Linked to the MSCI Emerging Markets Index	59023V548