



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

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

From: William Slattery, Director, NASDAQ Listing Qualifications Department

DATE: May 7, 2007

| Index Linked Notes | Symbol | CUSIP Number |
|---|--------|--------------|
| Merrill Lynch & Co., Inc. Accelerated Return Bear Market Notes Linked to the Performance of the S&P 500 Index | NBM | 59022W406 |

Information on the Notes

Merrill Lynch & Co., Inc. (the "Issuer") has issued Accelerated Return Bear Market Notes ("Notes") linked to the performance of S&P 500 Index (the "Index"). The Notes were priced at \$10.00 each and will mature on July 10, 2008. As more fully set forth in the Prospectus Supplement, each \$10.00 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 are designed for investors who believe that the Index will decrease in value throughout the term of the Notes. The Notes are not principal protected and investors should understand that the return may be less than the \$10 principal amount.

At maturity, investors will receive:

- (1) If the Index's Ending Value is less than or equal to its Starting Value, investors will receive:

$$\$10 + \$30 * [(Starting Value - Ending Value)/Starting Value]$$

Subject to the maximum payment at maturity of \$12.40.

- (2) If the Index's Ending Value is greater than its Starting Value, but equal to or less than the Threshold Value, then investors will receive:

\$10

- (3) If the Index's Ending Value is greater than its Starting Value, investors will receive:

$$\$10 - \$10 * [(Ending Value - Threshold Value)/Starting Value]$$

Subject to a minimum floor of \$0.

The Starting Value of the Index is 1,495.92. The Threshold Value equals 110% of the Starting Value. The Ending Value will equal the average of the closing levels of the Index for five (5) business days shortly before the maturity date of the Notes.

It is expected that the market value of the Notes will depend substantially on the value of the Index and can 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 yields of the stocks comprising the Index and the credit ratings of the Issuer. Unlike ordinary debt securities, the Notes do not pay interest. Investing in the Notes is not equivalent to investing in the Index or its component stocks.

The Notes are senior unsecured debt securities of Merrill Lynch & Co., Inc.

Trading in the Notes on NASDAQ is on a UTP basis and is subject to [NASDAQ equity trading rules](#). The Notes will trade from 7:00 a.m. until 8:00 p.m., Eastern Time (ET). The SEC short sale rule (SEC Rule 10a-1) applies to trading in the Notes.

Trading of the Notes on NASDAQ is subject to the provisions of [NASDAQ 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 NASDAQ 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. NASDAQ 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, NASDAQ Listing Qualifications, at 301.978.8088
- [NASDAQ Market Sales](#) at 800.846.0477