

STOCK EXCHANGE			
Regulatory Information Circular			
<b>Circular number:</b>	2009-49	<b>Contact:</b>	Russ Davidson
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**Subject: Merrill Lynch & Co., Inc. Leveraged Index Return Notes Linked to the NIKKEI 225 Index**

**Background Information on the Notes**

The Notes are designed for investors who are seeking leveraged exposure to the NIKKEI 225 Index and who are willing to forego a fixed repayment of their original investment. The NIKKEI 225 Index, an index published by Nihon Keizai Shimbun, Inc., measures the composite price performance of selected Japanese stocks. The Nikkei 225 Index is currently based upon 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 on the First Section of the TSE and are, therefore, among the most actively traded stocks on the TSE. The Notes are senior non-convertible unsecured debt securities of Merrill Lynch & Co., Inc. but are not principal-protected. As such, the Notes have certain unique characteristics, and members should provide to investors an explanation of such special characteristics and risks attendant to trading the Notes, including, but not limited to, the following:

- The Notes combine features of equity and debt instruments. The terms of the Notes differ from those of ordinary debt securities in that the Notes do not pay a fixed income at maturity. At maturity, if the value of the NIKKEI 225 Index has increased, an investor will be entitled to receive a payment on the Notes equal to \$10 per unit plus a supplemental amount equal to 123% of that increase. If the value of the Index has decreased by 20% or less, an investor will be entitled to receive \$10 per unit at maturity. Unlike ordinary debt securities, the Notes do not guarantee any return of principal at maturity. Therefore, if the value of the NIKKEI 225 Index has declined by more than 20% at maturity, the amount paid will be reduced by 125% of the decline in the Index in excess of 20%. As such, an investor may receive less, and possibly significantly less, than the original public offering price of \$10.00 per unit. The payment that an investor will be entitled to receive depends entirely on the relation of the average of the values of the NIKKEI 225 Index at the close of the market on five business days shortly before the maturity of the Notes, set for March 2, 2009, to the 11,129.33 closing value of the NIKKEI 225 Index on August 26, 2004, when the Notes were priced for initial sale to the public.
- Investing in the Notes is not equivalent to investing in the component stocks of the NIKKEI 225 Index.

- As an owner of the Notes, an investor will not have any voting rights or rights to receive dividends or other distributions or any other rights with respect to the stocks underlying the NIKKEI 225 Index.
- The Notes will not pay interest. Instead, investors will receive a payment on the Notes at maturity.

### **Other Important Information**

There can be no assurances as to how the Notes will trade in the secondary market or whether such market will be liquid or illiquid. Securities with characteristics similar to the Notes are unique securities, and there is currently no secondary market for the Notes. The market value for the Notes will be affected by a number of factors including, but not limited to:

- The value of the Index.
- The volatility of the Index.
- The time remaining until maturity of the Notes.
- Changes in dividend payments on the stocks included in the Index.
- Interest and dividend yield rates in the market.
- Merrill Lynch & Co., Inc.'s creditworthiness.

Before a member undertakes to recommend a transaction in the Notes, such member shall have reasonable grounds for believing that the recommendation is suitable for such customer upon the basis of the facts, if any, 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.

### **Exchange Rules Applicable to Trading in the Notes**

The Notes are considered equity securities, thus rendering trading in the Notes subject to the Exchange's existing rules governing the trading of equity securities.

### **Trading Hours**

Trading in the Notes on ISE is on a UTP basis and is subject to ISE equity trading rules. The Notes will trade from 8:00 a.m. until 8:00 p.m. Eastern Time. Equity EAMs trading the Notes during the Extended Market Sessions 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 Extended Market hours. Since the underlying index value and IIV are not calculated or widely disseminated during Extended Market hours, an investor who is unable to calculate implied values for certain derivative securities products during Extended Market hours may be at a disadvantage to market professionals.

### **Trading Halts**

ISE will halt trading in the Shares of a Trust in accordance with ISE Rule 2101(a)(2)(iii). The grounds for a halt under this Rule include a halt by the primary market because it stops trading the Shares and/or a halt because dissemination of the IIV or applicable currency spot price has ceased, or a halt for other regulatory reasons. In addition, ISE will stop trading the Shares of a Trust if the primary market de-lists the Shares.

### **Delivery of a Prospectus**

Pursuant to federal securities laws, investors purchasing Shares must receive a prospectus prior to or concurrently with the confirmation of a transaction. Investors purchasing Shares directly from the Fund (by delivery of the Deposit Amount) must also receive a prospectus.

Prospectuses may be obtained through the Distributor or on the Fund's website. The Prospectus does not contain all of the information set forth in the registration statement (including the exhibits to the registration statement), parts of which have been omitted in accordance with the rules and regulations of the SEC. For further information about the Fund, please refer to the Trust's registration statement.

**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

<b>Ticker</b>	<b>Fund Name</b>	<b>CUSIP Number</b>
LERA	Merrill Lynch & Co., Inc. Leveraged Index Return Notes Linked to the NIKKEI 225 Index	59021W175