



Information Circular: Merrill Lynch & Co., Inc. Index-Linked Notes

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

From: William Slattery, Associate Vice President, NASDAQ Listing Qualifications Department

DATE: December 5, 2008

Index-Linked Notes	Symbol	CUSIP Number
Merrill Lynch & Co., Inc. Accelerated Return Bear Market Notes Linked to the S&P 500 Index	BSB	59025F434

Information on the Notes

Merrill Lynch & Co., Inc. (the "Issuer") has issued Accelerated Return Bear Market Notes ("Notes") linked to the S&P 500 Index (the "Index"). The Notes were priced at \$10 each and mature on January 29, 2010.

The Notes are senior, unsecured debt securities designed for, but not limited to, investors (i) who anticipate that the level of the Index will decrease from the Starting Value of the Index, determined on November 25, 2008, the date the Notes were priced for initial sale to the public, to the Ending Value of the Index, determined shortly prior to the maturity date of the Notes, or (ii) who want to invest in such a security for risk diversification purposes.

Investors must be willing to forego interest payments on the Notes and willing to accept a repayment that is capped and that may be less, and potentially significantly less, than the original public offering price of the Notes if the Index increases.

At maturity, investors will receive:

- If the Ending Value is less than or equal to the Starting Value:
$$\$10 + [\$50 \times ((\text{Starting Value} - \text{Ending Value}) / \text{Starting Value})]$$
- If the Ending Value is less than or equal to the Threshold Value:
$$\$10$$
- If the Ending Value is greater than the Threshold Value:
$$\$10 - [\$10 \times ((\text{Ending Value} - \text{Threshold Value}) / \text{Starting Value})]$$

All payments are subject to a maximum total payment at maturity of \$13.125 per unit.

The Starting Value for the Index equals: 857.39. The Threshold Value for the Index equals 943.13. 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 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. Additional risks may exist with respect to trading the Notes during Nasdaq's Pre-Market and Post-Market sessions, when the Index's value may not be disseminated.

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](#), NASDAQ Listing Qualifications, at 301.978.8088
- [NASDAQ Market Sales](#) at 800.846.0477