

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

From: BX Listing Qualifications Department

DATE: January 15, 2009

Overview

The 97% Protected Notes Linked to the Performance of the Dow Jones Industrial AverageSM due March 28, 2011 of Merrill Lynch & Co., Inc. (the "Protected Notes") will trade with the ticker symbol **PDNT** and the CUSIP number is 59021W-57-1

Description

The Protected Notes are designed for investors who want to protect their investment by receiving at least 97% principal amount of their investment at maturity and to participate in possible increases in the Dow Jones Industrial AverageSM ("Index"). The Dow Jones Industrial Average is a price-weighted index published by Dow Jones & Company, Inc. which means a component stock's weight in the Index is based on its price per share rather than total market capitalization of the issuer of that component stock. The Index is designed to provide an indication of the composite price performance of 30 common stocks of corporations representing a broad cross-section of U.S. Industry. The corporations currently represented in the Index are incorporated in the U.S. and its territories and their stocks are traded on the New York Stock Exchange and The Nasdaq National Market.

The Protected Notes have certain unique characteristics and investors should be afforded an explanation of such special characteristics and risks attendant to trading thereof, including, but not limited to, the following:

- The Protected Notes are a series of senior debt securities issued by Merrill Lynch & Co., Inc. and are not secured by collateral.
- The Protected Notes will trade like an equity security.
- The Protected Notes will mature on March 28, 2011, and cannot be redeemed at any earlier date.
- No payments will be made on the Protected Notes until maturity.
- On the stated maturity date, holders for each unit of the Protected Notes will receive a cash payment equal to the sum of the \$9.70 per unit and an additional amount based on the percentage increase, if any, in the value of the Dow Jones Industrial Average multiplied by a participation rate equal to 105%.
- If the value of the Dow Jones Industrial Average decreases or does not increase sufficiently, at maturity you will receive less than the \$10 principle amount per unit. The value of the Dow Jones Industrial Average must increase by 2.86% in order for you to receive at least the principle amount of \$10 per unit. In no event, will you receive less than 97% of the principle amount per unit.

Other Important Information

There can be no assurances as to how the Protected 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 Dow Jones Industrial Average.
- The volatility of Dow Jones Industrial Average.
- Events that affect the stocks underlying the Dow Jones Industrial Average or stock markets generally that may affect the value of the Dow Jones Industrial Average.
- Interest and dividend yield rates in the market.
- Merrill Lynch & Co., Inc.'s creditworthiness.

Before a member undertakes to recommend a transaction in the Protected 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. Members are requested to communicate this information to all branches.

Trading Hours

The values of each index underlying the Notes are disseminated to data vendors every 15 seconds. The Notes will trade on BX between 8:00 a.m. and 7:00 p.m. ET. For trading during BX's Pre-Market and Post-Market Sessions, market participants should note that additional risks may exist with respect to trading the Notes during these sessions, when the underlying index's values may not be disseminated.

Contact Information

For additional information regarding the Protected Notes, please see:

- The Prospectus Supplement, filed with the Securities and Exchange Commission (SEC) by Merrill Lynch & Co., Inc. on or about February 27, 2004.
- The Prospectus of Merrill Lynch & Co., Inc. relating to this transaction was filed with the SEC on November 26, 2003.

Any additional questions can be directed to:

- Will Slattery, BX Listing Qualifications, at 301.978.8088
- BX Market Sales at 800.846.0477

*** The CUSIP Number on this notice is not provided by the American Banking Association and has been independently gathered.**