Information Circular: Merrill Lynch & Co., Inc. Bear Market STARS

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: August 8, 2008

Index-Linked Notes

Merrill Lynch & Co., Inc. Bear Market Strategic Accelerated Redemption Securities Linked to the S&P Small Cap Regional Banks Index

Symbol    CUSIP #
BCU        59023V613

Information on the Notes

Merrill Lynch & Co., Inc. (the “Issuer”) has issued Bear Market Strategic Accelerated Redemption Securities (“STARS”) linked to the S&P Small Cap Regional Banks Index (the “Index”). The Notes were priced at $10 each and mature on February 2, 2010.

The STARS are senior, unsecured debt securities of Merrill Lynch & Co., Inc. that provide for an automatic call of the STARS if the closing level of the Index on any Observation Date is less than or equal to the Starting Value of the Index, as determined on the pricing date.

If the STARS are called on any observation date, investors will receive a payment of:

• If called on February 2, 2009: $10.9075 per STARS;
• If called on August 10, 2009: $11.8150 per STARS;
• If called on January 26, 2010: $12.7225 per STARS.

If the STARS are not called prior to the maturity date, then at maturity investors will receive:

- If the Ending Value is less than or equal to the Threshold Value (84.92):
  
  $10

- If the Ending Index Value is greater than the Threshold Value (84.92):
  
  ○ $0; or
  ○ $10 + [$10 x ((Ending Index Value − Threshold Value) / Starting Value) x 1]

The Starting Value of the Index equals: 77.20. The Ending Value will be determined near the maturity date.

Please see the prospectus for the STARS for more details regarding the calculations and details regarding the Index.
It is expected that the market value of the STARS 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 STARS on NASDAQ is on a UTP basis and is subject to NASDAQ equity trading
rules. The STARS will trade from 7:00 a.m. until 8:00 p.m. Eastern Time. Additional risks may
exist with respect to trading the STARS during Nasdaq’s Pre-Market and Post-Market sessions,
when the Index’s value may not be disseminated.

Trading of the STARS on NASDAQ is subject to the provisions of NASDAQ Rule 2310.
Members recommending transactions in the STARS 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 STARS 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