

STOCK EXCHANGE			
Regulatory Information Circular			
<b>Circular number:</b>	2009-48	<b>Contact:</b>	Russ Davidson
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**Subject: Merrill Lynch & Co., Inc. Leveraged Index Return Notes Linked to the Dow Jones Industrial Average**

**Background Information on the Notes**

The Notes are designed for investors who are seeking leveraged exposure to the Dow Jones Industrial Average (the “DJIA”) and who are willing to forego a fixed repayment of their original investment. The DJIA 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 the 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 Notes are senior non-convertible unsecured debt securities of Merrill Lynch & Co., Inc. and are non-principal protected. As such, the Notes have certain unique characteristics and investors shall be afforded an explanation of such special characteristics and risks attendant to trading thereof, 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 DJIA 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 110% 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 DJIA 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 DJIA at the close of the market on five business days shortly before the maturity of the Notes, set for September 28, 2009, to the closing value of the DJIA on the date 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 DJIA.
- 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 DJIA.

- 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 DJIA.
- The volatility of the DJIA.
- The time remaining until maturity of the Notes.
- Changes in dividend payments on the stocks included in the DJIA.
- 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 must have reasonable grounds for believing that the recommendation is suitable for such customer upon the basis of the facts 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>
LNDU	The Merrill Lynch & Co., Inc. Leveraged Index Return Notes Linked to the Dow Jones Industrial Average	59021S406