



Information Circular: Merrill Lynch Index-Linked Notes

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

From: PHLX Listing Qualifications Department

Index-Linked Notes	Symbol	CUSIP Number
Merrill Lynch & Co., Inc. Strategic Return Notes Linked to the Industrial 15 Index	SRIB	59021V524

Information on the Notes

Merrill Lynch & Co., Inc. (the "Issuer") has issued Strategic Return Notes ("Notes") linked to Industrial 15 Index ("Index"). The Notes were priced at \$10.00 per security and mature on April 25, 2011.

The Notes are designed for investors who want to participate in possible increases in the Index, and who are willing to forego market interest payments on the Notes. The Index will consist of the fifteen stocks with the highest dividend yields among the stocks that comprise the Standard & Poor's Industrial Index. The Index is reconstituted on an annual basis. The value of the Index equals: (1) the sum of the products of the current market price for each stock underlying the Industrial 15 Index and the applicable share multiplier, plus (2) an amount reflecting current calendar quarter dividends, and less (3) a pro rata portion of the annual index adjustment factor of 1.5%.

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 they do not pay a fixed income at maturity. At maturity, or upon exchange, the amount holders will receive will depend on the value of the Index. Unlike ordinary debt securities, the Notes do not guarantee any return of principal at maturity. The value of the Index must increase in order for holders to receive at least the original public offering price of \$10 per Note upon exchange or at maturity. If the value of the Index has declined, holders will receive less, and possibly significantly less, than the original offering price of \$10 per Note. Therefore, if the value of the Index has not increased or declined at maturity, an investor will receive less and possibly significantly less than the original public offering price of \$10 per Note due to the annual index adjustment factor. The payment that an investor will be entitled to receive depends entirely on the relation of the average of the values of the Index at the

close of the market on five business days shortly before the maturity of the Notes, set for April 25, 2011, to the closing value of the Index on the date the Notes are priced for initial sale to the public.

- Investors may elect to exchange all or a portion of their Notes during a specified period in the month of March in the years 2007 through 2010.
- Investing in the Notes is not equivalent to investing in the component stocks of the Index.
- As an owner of the Notes, investors 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 Index.
- The Notes will not pay interest. Instead, investors will receive a payment on the Notes at maturity.

Trading in the Notes on PHLX's PSX system is on a UTP basis and is subject to PHLX rules. The Notes will trade on PSX from 9:00 a.m. until 5:00 p.m. Eastern Time. For trading during PSX'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 value or similar value may not be disseminated.

PHLX will halt trading in the Notes in accordance with PHLX Rule 3100. The grounds for a halt under these rules include a halt by the primary market because the value of the underlying index or a similar value is not being disseminated as required, or a halt for other regulatory reasons. In addition, PHLX will also stop trading the Shares Notes if the primary market de-lists the Notes.

Members and member organizations recommending transactions in the Notes to customers should make a determination that the securities are suitable for the customer, as provided by PHLX Rule 763.

PSX members and member organizations also should review NASD Notice to Members 03-71 for guidance on trading these products. The Notice reminds broker-dealers 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. PHLX members and member organizations should consult the registration statement or prospectus for the Certificates for additional information.

Inquiries regarding this Information Circular should be directed to:

- [Will Slattery](#), Director, PHLX Listing Qualifications, at 301.978.8088
- [PSX Market Sales](#) at 800.846.0477

