#### UNITED STATES

## \_\_\_\_\_ SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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#### SCHEDULE 13G \_\_\_\_\_

Under the Securities Exchange Act of 1934 (Amendment No.3)\* Neozyme II Corp. \_\_\_\_\_ (Name of Issuer)

#### Common Stock

#### \_\_\_\_\_ ------

## (Title of Class of Securities)

# G6420H146

# (CUSIP Number)

Check the following box if a fee is being paid with this statement / / . (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7).

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSI	IP NO.	G6420	)H146	13G		PAGE	of	PAGES	
1			EPORTING PI	ERSON FICATION NO	. OF ABOVE	PERSON			
		Ν	Merrill Ly	nch & Co.,	Inc.				
2	CHECK	THE A	APPROPRIAT)	E BOX IF A	MEMBER OF A	GROUP*		Joint (a) (b)	Filing
3		SEC U	JSE ONLY						
4	CITIZ	ZENSHI	IP OR PLAC	E OF ORGANI	ZATION				

Delaware

REPORTING

5 SOLE VOTING POWER

NUMBER OF None SHARES BENEFICIALLY 6 SHARED VOTING POWER OWNED BY EACH None

PERSON WITH 7 SOLE DISPOSITIVE POWER

None

8 SHARED DISPOSITIVE POWER None

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON								
10									
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9								
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9								
12	UT TYPE OF REPORTING PERSON*								
	HC, CO								
	*SEE INSTRUCTION BEFORE FILLING OUT!								
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CUS	IP NO. G64	20H14	6 13G			PAGE	_ OF	PAGES	
1			ING PERSON IDENTIFICAT:	ION NO. OF AB	OVE PERSON				
	Merr	ill L	ynch, Pierce	e, Fenner & Si	mith Incorpor	ated			
2	CHECK THE	APPR	OPRIATE BOX	IF A MEMBER (	OF A GROUP*		Joint 1 (a) (b)	Filing	
3	SEC USE O	NLY					. ,		
4	CITIZENSH	IP OR	PLACE OF OF	RGANIZATION					
	Dela	ware							
		5	SOLE VOTING	G POWER					
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH		None							
		6	SHARED VOT:	ING POWER					
2110		0	None						
REP	ORTING								
PERSON WITH		7 SOLE DISPOSITIVE POWER							
		0	None		2				
		8	None	POSITIVE POWE:	K				
9	AGGREGATE	AMOU		ALLY OWNED BY	EACH REPORTI	NG PERSO	N		
2	None	11100							
10									
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9								
12	UT TYPE OF REPORTING PERSON*								

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BD,CO

SCHEDULE 13G

- Item 1 (a) NAME OF ISSUER: Neozyme II Corp.
- Item 1 (b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

One Kendall Square Cambridge, Mass. 02139

- Item 2 (a) NAMES OF PERSONS FILING: Merrill Lynch & Co., Inc. Merrill Lynch, pierce, Fenner & Smith Incorporated
- Item 2 (b) ADDRESS OF PRINCIPAL BUSINESS OFFICE, OR, IF NONE, RESIDENCE:

Merrill Lynch & Co., Inc. World Financial Center, North Tower 250 Vesey Street New York, New York 10281

Merrill Lynch, pierce, Fenner & Smith Incorporated World Financial Center, North Tower 250 Vesey Street New York, New York 10281

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Item 2 (c) CITIZENSHIP: See Item 4 of Cover Pages Item 2 (d) TITLE OF CLASS OF SECURITIES: Common Stock Item 2 (e) CUSIP NUMBER: G6420H146

Item 3

Merrill Lynch & Co., Inc. ("ML&Co.") is a parent holding company, in accordance with Section 240.13d-1(b)(ii)(G). Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPF&S") is a broker-dealer registered under Section 15 of the Securities Exchange Act of 1934.

Item 4 OWNERSHIP

(a) Amount Beneficially Owned:

See Item 9 of Cover Pages

(b) Percent of Class:

See Item 11 of Cover Pages

- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote:

See Item 5 of Cover Pages

(ii) shared power to vote or to direct the vote:

See Item 6 of Cover Pages

(iii) sole power to dispose or to direct the disposition of: See Item 7 of Cover Pages

(iv) shared power to dispose or to direct the disposition of:

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Item 5 OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not Applicable

Item 6 OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not Applicable

Item 7 IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

See Exhibit A

Item 8 IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not Applicable

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Item 9 NOTICE OF DISSOLUTION OF GROUP.

Not Applicable

## Item 10 CERTIFICATION.

By signing below each of the undersigned certifies that, to the best of their knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

#### SIGNATURE.

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Merrill	Lynch	&	Co.,	Inc.
Date:				-
Signatu	re:			
Name: Ri	ichard	в.	Also	p
Title: A	Attorne	ey-	in-Fa	act*
Merrill	Lvnch.	. P	ierce	e. Fer

Merrill Lynch, Pierce, Fenner & Smith Incorporated

Date:

Signature:

Name: Richard B. Alsop

Title: Attorney-in-Fact\*\*

\*Executed pursuant to a Power of Attorney dated November 17, 1995, a copy of which is attached hereto as Exhibit B. \*\* Executed pursuant to a Power of Attorney dated November 17, 1995, a copy of which is attached hereto as Exhibit C.

EXHIBIT 99.1

### EXHIBIT A SCHEDULE 13G

## ITEM 7 DISCLOSURE RESPECTING SUBSIDIARIES

One of the persons filing this report, Merrill Lynch & Co., Inc., is a Delaware corporation with its principal place of business at World Financial Center, North Tower, 250 Vesey Street, New York, New York ("ML&Co."), and is a parent holding company pursuant to Section 240. 13d-1(b)(1)(ii)(G). The relevant subsidiary of ML&Co. is Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPF&S"), a Delaware corporation with its principal place of business at World Financial Center, North Tower, 250 Vesey Street, New York, New York. MLPF&S is a wholly-owned direct subsidiary of ML&Co. and a broker-dealer registered pursuant to the Securities Exchange Act of 1934.

## EXHIBIT B SCHEDULE 13G

## POWER OF ATTORNEY

The undersigned, Merrill Lynch & Co., ( the "Corporation") a corporation duly organized under the laws of Delaware, with its principal place of business at World Financial Center, North Tower, 250 Vesey Street, New York, New York 10281does hereby make, constitute and appoint Richard B. Alsop, Richard D. Kreuder, Andrea Lowenthal, Gregory T. Russo, or any other individual from time to time elected or appointed as secretary or an assisitant secretary of the Corporation, acting severally, each of whose address is Merrill Lynch & Co., Inc., World Financial Center, North Tower, 250 Vesey Street, New York, New York 10281, as its true and lawful attorneys-in-fact, for it and in its name, place and stead (i) to execute on behalf of the Corporation and cause to be filed and/or delivered, as required under Section 13(d) of the Securities Exchange Act of 1934 (the "Act") and the regulations thereunder, any number, as appropriate, of original, copies, or electronic filings of the Securities and Exchange Commission Schedule 13D or Schedule 13G Beneficial Ownership Reports (together with any amendments and joint filing agreements under Rule 13d-1(f) (1) of the Act, as may be required thereto) to be filed and/or delivered with respect to any equity security (as defined in Rule 13d-1(d) under the Act) beneficially owned by the undersigned and which must be reported by the undersigned pursuant to Section 13(d) of the Act and the regulations thereunder, (ii) and generally to take such other actions and perform such other things necessary to effectuate the foregoing as fully in al respects as if the undersigned could do if personally present. This Power of Attorney shall remain in effect until revoked, in writing, by the undersigned.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney, this 17th day of November, 1995.

MERRILL LYNCH & Co., Inc.

## EXHIBIT C SCHEDULE 13G

## POWER OF ATTORNEY

The undersigned, Merrill Lynch, Pierce, Fenner & Smith Incorporated, ( the "Corporation") a corporation duly organized under the laws of Delaware, with its principal place of business at World Financial Center, North Tower, 250 Vesey Street, New York, New York 10281 does hereby make, constitute and appoint Richard B. Alsop, Richard D. Kreuder, Andrea Lowenthal, Gregory T. Russo, or any other individual from time to time elected or appointed as secretary or an assisitant secretary of the Corporation, acting severally, each of whose address is Merrill Lynch & Co., Inc., World Financial Center, North Tower, 250 Vesey Street, New York, New York 10281, as its true and lawful attorneys-in-fact, for it and in its name, place and stead (i) to execute on behalf of the Corporation and cause to be filed and/or delivered, as required under Section 13(d) of the Securities Exchange Act of 1934 (the "Act") and the regulations thereunder, any number, as appropriate, of original, copies, or electronic filings of the Securities and Exchange Commission Schedule 13D or Schedule 13G Beneficial Ownership Reports (together with any amendments and joint filing agreements under Rule 13d-1(f) (1) of the Act, as may be required thereto) to be filed and/or delivered with respect to any equity security (as defined in Rule 13d-1(d) under the Act) beneficially owned by the undersigned and which must be reported by the undersigned pursuant to Section 13(d) of the Act and the regulations thereunder, (ii) and generally to take such other actions and perform such other things necessary to effectuate the foregoing as fully in al respects as if the undersigned could do if personally present. This Power of Attorney shall remain in effect until revoked, in writing, by the undersigned.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney, this 17th day of November, 1995.

MERRILL LYNCH, PIERCE, FENNER & SMITH INCORPORATED

By: /s/ David H. Komansky

Name:David H. Komansky Title: President and Chief Operating Officer