

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

MERRILL LYNCH & CO., INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

13-2740599
(I.R.S. Employer Identification Number)

4 World Financial Center
New York, New York 10080
(212) 449-1000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Edward P. O'Keefe
General Counsel
Merrill Lynch & Co., Inc.
4 World Financial Center
New York, New York 10080
(212) 449-1000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

BOYD C. CAMPBELL, JR.
McGuireWoods LLP
201 North Tryon Street
Charlotte, North Carolina 28202

Copies to:

JAMES R. TANENBAUM
Morrison & Foerster LLP
1290 Avenue of the Americas
New York, New York 10104

Approximate date of commencement of proposed sale to the public:

From time to time after this registration statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

| | | | |
|----------------------------------------------------------------|-----------------------------------------------|-------------------------------------------------------------------------------------------------|-------------------------------------------------------|
| Large accelerated filer <input checked="" type="checkbox"/> | Accelerated filer <input type="checkbox"/> | Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company <input type="checkbox"/> |
|----------------------------------------------------------------|-----------------------------------------------|-------------------------------------------------------------------------------------------------|-------------------------------------------------------|

CALCULATION OF REGISTRATION FEE

| Title of each class of securities to be registered | Amount to be registered/ Proposed maximum offering price per unit/ Proposed maximum aggregate offering price/ Amount of registration fee |
|----------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| Debt Securities | (1)(2) |

- (1) This Registration Statement relates to an indeterminate amount of the Registrant's debt securities that previously were registered and sold under the following Registration Statements and that may be offered and sold on an ongoing basis in market-making transactions by affiliates of Merrill Lynch & Co., Inc., including Merrill Lynch, Pierce, Fenner & Smith Incorporated and Banc of America Securities LLC: 333-132911; 333-122639; 333-109802; 333-105098; 333-97937; 333-83374; 333-59997; 333-52822; 333-44173; 333-38792; and 33-27512. All such market-making transactions with respect to these securities that are made pursuant to a registration statement after the effectiveness of this Registration Statement are being made solely pursuant to this Registration Statement.
- (2) Pursuant to Rule 457(q) under the Securities Act of 1933, no filing fee is required for the registration of an indeterminate amount of securities to be offered in market-making transactions by affiliates of the Registrant as described in Note (1) above.

Explanatory Note

The content of this registration statement is intended for use by affiliates of Merrill Lynch & Co., Inc., including Merrill Lynch, Pierce, Fenner & Smith Incorporated and Banc of America Securities LLC, in connection with offers and sales related to secondary market transactions in debt securities previously registered by Merrill Lynch & Co., Inc. under the Securities Act of 1933, as amended. This market maker prospectus is in addition to, and not in substitution for, the original prospectuses relating to securities offered hereby, which are on file with the Securities and Exchange Commission.



Merrill Lynch & Co., Inc.

Debt Securities

Affiliates of Merrill Lynch & Co., Inc., including Merrill Lynch, Pierce, Fenner & Smith Incorporated and Banc of America Securities LLC, may use this prospectus in connection with offers and sales in the secondary market of outstanding senior or subordinated debt securities referenced herein. These affiliates may act as principal or agent in those transactions. Secondary market sales made by them will be made at prices related to prevailing market prices at the time of sale.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

These securities are unsecured and are not savings accounts, deposits, or other obligations of a bank. These securities are not guaranteed by Bank of America, N.A. or any other bank, and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency.

In making your investment decision, you should rely only on the information contained or incorporated by reference in this prospectus or any supplement to this prospectus. We have not authorized anyone to provide you with any other information.

We are offering to sell these securities only in jurisdictions where sales are permitted.

The date of this prospectus is March 31, 2009.

MERRILL LYNCH & CO., INC.

Merrill Lynch & Co., Inc. is a Delaware corporation that, through its subsidiaries, is one of the world's leading capital markets, advisory and wealth management companies with offices in 40 countries and territories. In our Global Wealth Management ("GWM") business, we had total client assets in GWM accounts of approximately \$1.2 trillion at December 26, 2008. As an investment bank, we are a leading global trader and underwriter of securities and derivatives across a broad range of asset classes, and we serve as a strategic advisor to corporations, governments, institutions and individuals worldwide. In addition, as of December 26, 2008, we owned approximately half of the economic interest of BlackRock, Inc. ("BlackRock"), one of the world's largest publicly traded investment management companies with approximately \$1.3 trillion in assets under management at the end of 2008.

On September 15, 2008, we entered into an Agreement and Plan of Merger, as amended by Amendment No. 1 dated as of October 21, 2008, with Bank of America Corporation ("Bank of America"). Pursuant to the Merger Agreement, on January 1, 2009, a wholly-owned subsidiary of Bank of America merged with and into Merrill Lynch & Co., Inc., with Merrill Lynch & Co., Inc. continuing as the surviving corporation and a subsidiary of Bank of America.

Certain aspects of our business, and the business of our competitors and the financial services industry in general, are subject to stringent regulation by U.S. federal and state regulatory agencies and securities exchanges and by various non-U.S. government agencies or regulatory bodies, securities exchanges, self-regulatory organizations, and central banks, each of which has been charged with the protection of the financial markets and the interests of those participating in those markets. For a discussion of certain elements of the U.S. regulatory framework applicable to us and our subsidiaries, please refer to the section "United States Regulatory Oversight and Supervision" under the caption "Item 1. Business" in our annual report on Form 10-K for the fiscal year ended December 26, 2008, and any subsequent reports that we file with the Securities and Exchange Commission, or SEC.

Our principal executive office is located at 4 World Financial Center, New York, New York 10080; our telephone number is (212) 449-1000.

DESCRIPTION OF THE SECURITIES

The outstanding securities being offered by use of this prospectus consist of debt securities of Merrill Lynch & Co., Inc. previously issued and registered under the following registration statements: 333-132911; 333-122639; 333-109802; 333-105098; 333-97937; 333-83374; 333-59997; 333-52822; 333-44173; 333-38792; and 33-27512. The descriptions of the securities being offered hereby are contained in the prospectuses and supplements thereto pursuant to which such securities initially were offered that are contained in the registration statements referred to above. The disclosure information in the prospectuses and all supplements thereto constituting part of the registration statements referred to above is incorporated by reference into this prospectus, except that information contained in such prospectuses and supplements thereto that (1) constitutes a description of Merrill Lynch & Co., Inc. or (2) incorporates by reference any information contained in our current or periodic reports filed with the SEC are superseded by the information in this prospectus.

MARKET-MAKING ACTIVITIES

This prospectus may be used by affiliates of Merrill Lynch & Co., Inc., including Merrill Lynch, Pierce, Fenner & Smith Incorporated and Banc of America Securities LLC, in connection with offers and sales in the secondary market of the securities referenced on the cover page of this prospectus. Any of our affiliates, including Merrill Lynch, Pierce, Fenner & Smith Incorporated or Banc of America Securities LLC, may act as a principal or agent in these transactions. Any affiliate that is a member of the Financial Industry Regulatory Authority, Inc. will conduct these offers and sales in compliance with the requirements of Rule 2720 of the NASD Conduct Rules regarding the offer and sale of securities of an affiliate. The transactions in the secondary market by our affiliates, including Merrill Lynch, Pierce, Fenner & Smith Incorporated and Banc of America Securities LLC, may occur in the open market or may be privately negotiated at prevailing market prices at the time of sale. Our affiliates do not have any obligation to make a market in the securities and may discontinue their market-making activities at any time without notice, in their sole discretion.

Merrill Lynch & Co., Inc. will not receive any proceeds from the sale of securities offered by this prospectus.

WHERE YOU CAN FIND MORE INFORMATION

We file reports, proxy statements and other information with the SEC. You may read and copy any document we file at the SEC's public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. In addition, the SEC maintains a website that contains reports, proxy statements and other information that we electronically file. The address of the SEC's website is <http://www.sec.gov>.

INCORPORATION OF INFORMATION WE FILE WITH THE SEC

The SEC allows us to incorporate by reference the information we file with it, which means:

- incorporated documents are considered part of this prospectus;
- we can disclose important information to you by referring you to those documents; and
- information that we file with the SEC will automatically update and supersede this incorporated information.

We incorporate by reference the documents listed below which were filed with the SEC under the Securities Exchange Act of 1934 (the "Exchange Act") (other than information in the documents that is deemed not to be filed):

- Merrill Lynch & Co., Inc.'s annual report on Form 10-K for the year ended December 26, 2008; and
- Merrill Lynch & Co., Inc.'s current reports on Form 8-K filed with the SEC on December 29, 2008; December 31, 2008; January 2, 2009; January 5, 2009; January 16, 2009; and January 20, 2009.

We also incorporate by reference each of the following documents that we will file with the SEC after the date of this prospectus until this offering is completed (other than information in the documents that is deemed not to be filed):

- reports filed under Section 13(a) and (c) of the Exchange Act;
- definitive proxy or information statements filed under Section 14 of the Exchange Act in connection with any subsequent stockholders' meeting; and
- any reports filed under Section 15(d) of the Exchange Act.

You should assume that the information appearing in this prospectus is accurate as of the date of this prospectus only. Our business, financial condition and results of operations may have changed since that date.

You may request a copy of any filings referred to above (excluding exhibits not specifically incorporated by reference into the filing), at no cost, by contacting us in writing or by telephone at the following address: Mason Reeves, Assistant Secretary, Merrill Lynch & Co., Inc., 222 Broadway, 17th Floor, New York, New York 10038; telephone number (212) 449-1000.

You should rely only on the information contained or incorporated by reference or deemed to be incorporated by reference in this prospectus or any prospectus supplement. We have not authorized anyone else to provide you with different or additional information. We are not making an offer of securities in any state or jurisdiction where the offer is not permitted. You should not assume that the information in this prospectus and any prospectus supplement or any document incorporated by reference is accurate as of any date other than the dates indicated in those documents.

EXPERTS

The consolidated financial statements and the related financial statement schedule of Merrill Lynch & Co., Inc. and subsidiaries (“Merrill Lynch”), incorporated in this Prospectus by reference from Merrill Lynch’s Annual Report on Form 10-K for the year ended December 26, 2008, and the effectiveness of Merrill Lynch’s internal control over financial reporting have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their reports, which are incorporated herein by reference (which reports (1) express an unqualified opinion on those financial statements, and include explanatory paragraphs regarding the changes in accounting methods in 2007 relating to the adoption of Statement of Financial Accounting Standards No. 157, “*Fair Value Measurements*,” Statement of Financial Accounting Standards No. 159, “*The Fair Value Option for Financial Assets and Financial Liabilities – Including an amendment of FASB Statement No. 115*” and FASB Interpretation No. 48, “*Accounting for Uncertainty in Income Taxes, an Interpretation of FASB Statement No. 109*” and Merrill Lynch becoming a wholly-owned subsidiary of Bank of America Corporation on January 1, 2009, and (2) express an adverse opinion on the effectiveness of Merrill Lynch’s internal control over financial reporting because of material weaknesses). Such consolidated financial statements and the related financial statement schedule have been so incorporated in reliance upon the reports of such firm given upon their authority as experts in accounting and auditing.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 14. Other Expenses of Issuance and Distribution

The estimated expenses, other than any underwriting or broker-dealer fees, discounts and commissions, in connection with any secondary market sales of the securities are as follows:

| | |
|--------------------------------|------------------|
| Attorneys' fees and expenses | \$ 10,000 |
| Accountants' fees and expenses | 12,000 |
| Printing expenses | 10,000 |
| Miscellaneous | 5,500 |
| Total | \$ 37,500 |

Item 15. Indemnification of Directors and Officers

Section 145(a) of the General Corporation Law of the State of Delaware, as amended ("Delaware Corporation Law"), provides, in general, that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation), by reason of the fact that such person is or was a director, officer, employee or agent of the corporation or is or was serving at its request in such capacity in another enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, has no reasonable cause to believe such person's conduct was unlawful.

Section 145(b) of the Delaware Corporation Law provides, in general, that a corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor because the person is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation in such capacity in any other enterprise, against any expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

Section 145(g) of the Delaware Corporation Law provides, in general, that a corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of any other enterprise, against any liability asserted against the person in any such capacity, or arising out of the person's status as such, regardless of whether the corporation would have the power to indemnify the person against such liability under the provisions of the law.

Article XIII, Section 2 of the Restated Certificate of Incorporation of Merrill Lynch & Co., Inc. ("Merrill Lynch") provides in effect that, subject to certain limited exceptions, Merrill Lynch & Co., Inc. shall indemnify its directors and officers to the extent authorized or permitted by the General Corporation Law of the State of Delaware. Article XIII, Section 2 of the Restated Certificate of Incorporation also provides that the directors and officers of Merrill Lynch have the right to be paid by Merrill Lynch expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition.

The directors and officers of Merrill Lynch are insured under policies of insurance maintained by Merrill Lynch, subject to the limits of the policies, against certain losses arising from any claim made against them by

reason of being or having been such directors or officers. Merrill Lynch has established trusts to fund its obligations, up to the amount of trust assets, that may arise to directors, officers and employees under the provisions of the General Corporation Law of the State of Delaware and Merrill Lynch's Restated Certificate of Incorporation.

Item 16. Exhibits

- 2 Agreement and Plan of Merger, dated as of September 15, 2008, by and between Merrill Lynch & Co., Inc. ("Merrill Lynch") and Bank of America Corporation, as amended by Amendment No. 1 dated as of October 21, 2008, incorporated by reference to Appendix A of Merrill Lynch's Definitive Proxy Statement dated October 31, 2008 filed on Schedule 14A (File No. 1-7182) on November 3, 2008.
- 4(a)(i) Senior Indenture, dated as of April 1, 1983, as amended and restated as of April 1, 1987, between Merrill Lynch and The Bank of New York Mellon, as Trustee (the "1983 Senior Indenture"), and the Supplemental Indenture thereto dated as of March 15, 1990, incorporated by reference to Exhibit 4(i) to Merrill Lynch's Annual Report on Form 10-K (File No. 1-7182) for the fiscal year ended December 31, 1999 (the "1999 10-K").
- 4(a)(ii) Sixth Supplemental Indenture to the 1983 Senior Indenture, dated as of October 25, 1993, between Merrill Lynch and The Bank of New York Mellon, incorporated by reference to Exhibit 4(ii) to the 1999 10-K.
- 4(a)(iii) Twelfth Supplemental Indenture to the 1983 Senior Indenture, dated as of September 1, 1998, between Merrill Lynch and The Bank of New York Mellon, incorporated by reference to Exhibit 4(a) to Merrill Lynch's Current Report on Form 8-K (File No. 1-7182) dated October 21, 1998.
- 4(a)(iv) Fifteenth Supplemental Indenture to the 1983 Senior Indenture, dated as of October 14, 2003, between Merrill Lynch and The Bank of New York Mellon, incorporated by reference to Exhibit 4(b)(ix) to Merrill Lynch's Registration Statement on Form S-3 (No. 333-109802).
- 4(a)(v) Eighteenth Supplemental Indenture to the 1983 Senior Indenture, dated as of October 21, 2004, between Merrill Lynch and The Bank of New York Mellon, incorporated by reference to Exhibit 4(b)(xiv) to Merrill Lynch's Registration Statement on Form S-3 (No. 333-122639).
- 4(b)(i) Senior Indenture, dated as of October 1, 1993, between Merrill Lynch and The Bank of New York Mellon (the "1993 Senior Indenture"), incorporated by reference to Exhibit 4(iv) to Merrill Lynch's Annual Report on Form 10-K (File No. 1-7182) for the fiscal year ended December 25, 1998 (the "1998 10-K").
- 4(b)(ii) First Supplemental Indenture to the 1993 Senior Indenture, dated as of June 1, 1998, between Merrill Lynch and The Bank of New York Mellon, incorporated by reference to Exhibit 4(a) to Merrill Lynch's Current Report on Form 8-K dated July 2, 1998.
- 4(c)(i) Form of Subordinated Indenture, dated as of December 17, 1996, between Merrill Lynch and The Bank of New York Mellon, as Trustee (the "1996 Subordinated Indenture"), incorporated by reference to Exhibit 4.7 to Amendment No. 2 to Merrill Lynch's Registration Statement on Form S-3 (No. 333-16603).

¹ As used in this section of this Registration Statement, "The Bank of New York Mellon" means The Bank of New York Mellon, a New York banking corporation and successor to the corporate trust business of The Bank of New York, JPMorgan Chase Bank, N.A., the entity formerly known as JPMorgan Chase Bank, The Chase Manhattan Bank and Chemical Bank (successor by merger to Manufacturers Hanover Trust Company).

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- 4(c)(ii) Supplemental Indenture to the 1996 Subordinated Indenture, dated as of May 16, 2006, between Merrill Lynch and The Bank of New York Mellon, as trustee, incorporated by reference to Exhibit 4(a) to Merrill Lynch's Current Report on Form 8-K (File No. 1-7182) dated May 16, 2006.
 - 5.1 Opinion of McGuireWoods LLP as to legality of the securities of Merrill Lynch.
 - 12 Computation of Ratios of Earnings to Fixed Charges, incorporated by reference to Exhibit 12 to Merrill Lynch's Annual Report on Form 10-K (File No. 1-7182) for the fiscal year ended December 26, 2008.
 - 23(a) Consent of McGuireWoods LLP (included as part of Exhibit 5).
 - 23(b) Consent of Deloitte & Touche LLP.
 - 24 Power of Attorney.
 - 25(a) Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of The Bank of New York Mellon with respect to the 1983 Senior Indenture.
 - 25(b) Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of The Bank of New York Mellon with respect to the 1993 Senior Indenture.
 - 25(c) Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of The Bank of New York Mellon with respect to the 1996 Subordinated Indenture.

Item 17. Undertakings

1. The undersigned registrant hereby undertakes:

(a) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar amount of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated offering range may be reflected in the form of a prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs 1(a)(i), 1(a)(ii) and 1(a)(iii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act") that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement;

(b) that, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof;

(c) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering;

(d) that, for the purpose of determining liability under the Securities Act to any purchaser:

(i) each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(ii) each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5) or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii) or (x) for the purpose of providing the information required by section 10(a) of the Securities Act shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date;

(e) that, for the purpose of determining liability of the registrant under the Securities Act to any purchaser in the initial distribution of the securities, the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

(iii) the portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

(iv) any other communication that is an offer in the offering made by the undersigned registrant to the purchaser;

(f) that, for purposes of determining any liability under the Securities Act, each filing of an annual report of the undersigned registrant pursuant to section 13(a) or section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Exchange Act) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

2. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in

the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in New York, New York, on March 31, 2009.

MERRILL LYNCH & CO., INC.

By: _____
Brian T. Moynihan
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|----------------------------------|---------------------------------------------------------|----------------|
| * _____ Brian T. Moynihan | Chief Executive Officer (Principal Executive Officer) | March 31, 2009 |
| * _____ Neil A. Cotty | Chief Financial Officer (Principal Financial Officer) | March 31, 2009 |
| * _____ Thomas W. Perry | Chief Accounting Officer (Principal Accounting Officer) | March 31, 2009 |
| * _____ Kenneth D. Lewis | Chairman and Director | March 31, 2009 |
| * _____ Joe L. Price | Director | March 31, 2009 |
| * _____ Amy Woods Brinkley | Director | March 31, 2009 |

*By: /s/ TERESA M. BRENNER
Teresa M. Brenner
Attorney-in-Fact

March 31, 2009

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description of Exhibit</u> |
|--------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2 | Agreement and Plan of Merger, dated as of September 15, 2008, by and between Merrill Lynch & Co., Inc. (“Merrill Lynch”) and Bank of America Corporation, as amended by Amendment No. 1 dated as of October 21, 2008, incorporated by reference to Appendix A of Merrill Lynch’s Definitive Proxy Statement dated October 31, 2008 filed on Schedule 14A (File No. 1-7182) on November 3, 2008. |
| 4(a)(i) | Senior Indenture, dated as of April 1, 1983, as amended and restated as of April 1, 1987, between Merrill Lynch and The Bank of New York Mellon, as Trustee (the “1983 Senior Indenture”), and the Supplemental Indenture thereto dated as of March 15, 1990, incorporated by reference to Exhibit 4(i) to Merrill Lynch’s Annual Report on Form 10-K (File No. 1-7182) for the fiscal year ended December 31, 1999 (the “1999 10-K”). |
| 4(a)(ii) | Sixth Supplemental Indenture to the 1983 Senior Indenture, dated as of October 25, 1993, between Merrill Lynch and The Bank of New York Mellon, incorporated by reference to Exhibit 4(ii) to the 1999 10-K. |
| 4(a)(iii) | Twelfth Supplemental Indenture to the 1983 Senior Indenture, dated as of September 1, 1998, between Merrill Lynch and The Bank of New York Mellon, incorporated by reference to Exhibit 4(a) to Merrill Lynch’s Current Report on Form 8-K (File No. 1-7182) dated October 21, 1998. |
| 4(a)(iv) | Fifteenth Supplemental Indenture to the 1983 Senior Indenture, dated as of October 14, 2003, between Merrill Lynch and The Bank of New York Mellon, incorporated by reference to Exhibit 4(b)(ix) to Merrill Lynch’s Registration Statement on Form S-3 (No. 333-109802). |
| 4(a)(v) | Eighteenth Supplemental Indenture to the 1983 Senior Indenture, dated as of October 21, 2004, between Merrill Lynch and The Bank of New York Mellon, incorporated by reference to Exhibit 4(b)(xiv) to Merrill Lynch’s Registration Statement on Form S-3 (No. 333-122639). |
| 4(b)(i) | Senior Indenture, dated as of October 1, 1993, between Merrill Lynch and The Bank of New York Mellon (the “1993 Senior Indenture”), incorporated by reference to Exhibit 4(iv) to Merrill Lynch’s Annual Report on Form 10-K (File No. 1-7182) for the fiscal year ended December 25, 1998 (the “1998 10-K”). |
| 4(b)(ii) | First Supplemental Indenture to the 1993 Senior Indenture, dated as of June 1, 1998, between Merrill Lynch and The Bank of New York Mellon, incorporated by reference to Exhibit 4(a) to Merrill Lynch’s Current Report on Form 8-K dated July 2, 1998. |
| 4(c)(i) | Form of Subordinated Indenture, dated as of December 17, 1996, between Merrill Lynch and The Bank of New York Mellon, as Trustee (the “1996 Subordinated Indenture”), incorporated by reference to Exhibit 4.7 to Amendment No. 2 to Merrill Lynch’s Registration Statement on Form S-3 (No. 333-16603). |

¹ As used in this section of this Registration Statement, “The Bank of New York Mellon” means The Bank of New York Mellon, a New York banking corporation and successor to the corporate trust business of The Bank of New York, JPMorgan Chase Bank, N.A., the entity formerly known as JPMorgan Chase Bank, The Chase Manhattan Bank and Chemical Bank (successor by merger to Manufacturers Hanover Trust Company).

| <u>Exhibit No.</u> | <u>Description of Exhibit</u> |
|--------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 4(c)(ii) | Supplemental Indenture to the 1996 Subordinated Indenture, dated as of May 16, 2006, between Merrill Lynch and The Bank of New York Mellon, as trustee, incorporated by reference to Exhibit 4(a) to Merrill Lynch's Current Report on Form 8-K (File No. 1-7182) dated May 16, 2006. |
| 5.1 | Opinion of McGuireWoods LLP as to legality of the securities of Merrill Lynch. |
| 12 | Computation of Ratios of Earnings to Fixed Charges, incorporated by reference to Exhibit 12 to Merrill Lynch's Annual Report on Form 10-K (File No. 1-7182) for the fiscal year ended December 26, 2008. |
| 23(a) | Consent of McGuireWoods LLP (included as part of Exhibit 5). |
| 23(b) | Consent of Deloitte & Touche LLP. |
| 24 | Power of Attorney. |
| 25(a) | Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of The Bank of New York Mellon with respect to the 1983 Senior Indenture. |
| 25(b) | Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of The Bank of New York Mellon with respect to the 1993 Senior Indenture. |
| 25(c) | Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of The Bank of New York Mellon with respect to the 1996 Subordinated Indenture. |

[McGuireWoods LLP Letterhead]

March 31, 2009

Merrill Lynch & Co., Inc.
4 World Financial Center
New York, New York 10080

Re: Merrill Lynch & Co., Inc. Market-Maker Registration Statement on Form S-3

Ladies and Gentlemen:

We have acted as special counsel to Merrill Lynch & Co., Inc., a Delaware corporation (the "Corporation") in connection with the Registration Statement on Form S-3 (the "Registration Statement") that is being filed on the date hereof with the Securities and Exchange Commission by the Corporation pursuant to the Securities Act of 1933, as amended. The Registration Statement includes a market-maker prospectus intended for use by the Corporation's direct or indirect wholly-owned subsidiaries and other affiliates of the Corporation in connection with offers and sales related to secondary market transactions in debt securities previously duly authorized for issuance by the Board of Directors of the Corporation and issued and initially sold by the Corporation in valid registered offerings pursuant to one of the registration statements listed in note (1) to the Calculation of Registration Fee Table on the cover of the Registration Statement, and which remain outstanding as of the date hereof (the "Securities").

We have examined such documents, corporate records and other instruments as we have deemed necessary for the purposes of this opinion.

Based on the foregoing, we are of the opinion that the Securities were validly authorized and issued by the Corporation and are binding obligations of the Corporation, subject to applicable bankruptcy, reorganization, insolvency, receivership, conservatorship, moratorium, fraudulent conveyance or other similar laws affecting the rights of creditors now or hereafter in effect, and to equitable principles that may limit the right to specific enforcement of remedies, and further subject to 12 U.S.C. §1818(b)(6)(D) (or any successor statute) and similar bank regulatory powers and to the application of principles of public policy.

This opinion is rendered to you and for your benefit solely in connection with the registration of the Securities to be offered and sold by the Corporation's subsidiaries and other affiliates in market-making transactions. This opinion may not be relied on by you for any other purpose and may not be relied upon by, nor may copies thereof be provided to, any other person, firm, corporation, or entity for any purposes whatsoever without our prior written consent. Notwithstanding the foregoing, we hereby consent to the filing of a copy of this opinion as Exhibit 5.1 to the Registration Statement.

Very truly yours,

/s/ MCGUIREWOODS LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-3 of our reports dated February 23, 2009, relating to the consolidated financial statements and the related financial statement schedule of Merrill Lynch & Co., Inc. and subsidiaries (“Merrill Lynch”) (which reports express an unqualified opinion on those financial statements, and include explanatory paragraphs regarding (1) the changes in accounting methods in 2007 relating to the adoption of Statement of Financial Accounting Standards No. 157, “*Fair Value Measurements*,” Statement of Financial Accounting Standards No. 159, “*The Fair Value Option for Financial Assets and Financial Liabilities—Including an amendment of FASB Statement No. 115*,” and FASB Interpretation No. 48, “*Accounting for Uncertainty in Income Taxes, an Interpretation of FASB Statement No. 109*” and (2) Merrill Lynch becoming a wholly-owned subsidiary of Bank of America Corporation on January 1, 2009), and the effectiveness of Merrill Lynch’s internal control over financial reporting (which report expresses an adverse opinion on the effectiveness of Merrill Lynch’s internal control over financial reporting because of material weaknesses), appearing in the Annual Report on Form 10-K of Merrill Lynch for the year ended December 26, 2008, and to the reference to us under the heading “Experts” in the Prospectus, which is part of this Registration Statement.

/s/ DELOITTE & TOUCHE LLP

New York, New York
March 30, 2009

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each of Merrill Lynch & Co., Inc. (the "Corporation"), and the undersigned Officers and Directors of the Corporation whose signatures appear below, hereby makes, constitutes and appoints Edward P. O'Keefe, Alice A. Herald, Teresa M. Brenner and Mason Reeves, and each of them acting individually, its, his and/or her true and lawful attorneys, with power to act without any other and with full power of substitution, to execute, deliver and file in its, his and/or her name and on its, his and/or her behalf, and in each of the undersigned Officer's and Director's capacity or capacities as shown below: (a) a Registration Statement on Form S-3 (or other appropriate form) with respect to the registration under the Securities Act of 1933, as amended (the "Securities Act"), in connection with an indeterminate amount of the debt securities and other securities (the "Securities") previously issued by the Corporation that may be reoffered or resold in market-making transactions by affiliates of the Corporation, including Merrill Lynch, Pierce, Fenner & Smith Incorporated and Banc of America Securities LLC, and all documents in support thereof or supplemental thereto and any and all amendments, including any and all pre-effective and post-effective amendments, to the foregoing (collectively, the "Registration Statement"); and (b) all other registration statements, petitions, applications, consents to service of process or other instruments, any and all documents in support thereof or supplemental thereto, and any and all amendments or supplements to the foregoing, as may be necessary or advisable to qualify or register the Securities covered by the Registration Statement under any and all securities laws, regulations and requirements as may be applicable; and each of the Corporation and the Officers and Directors hereby grants to each of the attorneys full power and authority to do and perform each and every act and thing whatsoever as each of such attorneys may deem necessary or advisable to carry out fully the intent of this power of attorney to the same extent and with the same effect as the Corporation might or could do, and as each of the Officers and Directors might or could do personally in his or her capacity or capacities as aforesaid, and each of the Corporation and the Officers and Directors hereby ratifies and confirms all acts and things which the attorneys or attorney might do or cause to be done by virtue of this power of attorney and its, his, or her signature as the same may be signed by the attorneys or attorney, or any of them, to any or all of the following (and any and all amendments and supplements to any or all thereof): such Registration Statement under the Securities Act and all such registration statements, petitions, applications, consents to service of process, and other instruments, and any and all documents in support thereof or supplemental thereto, under such securities laws, regulations and requirements as may be applicable.

IN WITNESS WHEREOF, Merrill Lynch & Co., Inc. has caused this power of attorney to be signed on its behalf, and each of the undersigned Officers and Directors in the capacity or capacities noted has hereunto set his or her hand as of the date indicated below.

[Balance of page intentionally left blank]

MERRILL LYNCH & CO., INC.

By: /s/ BRIAN T. MOYNIHAN

Brian T. Moynihan
Chief Executive Officer

Dated: March 30, 2009

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|-------------------------------------------------------------------------|---------------------------------------------------------|--------------------|
| <u> /s/ BRIAN T. MOYNIHAN </u> Brian T. Moynihan | Chief Executive Officer (Principal Executive Officer) | March 30, 2009 |
| <u> /s/ NEIL A. COTTY </u> Neil A. Cotty | Chief Financial Officer (Principal Financial Officer) | March 30, 2009 |
| <u> /s/ THOMAS W. PERRY </u> Thomas W. Perry | Chief Accounting Officer (Principal Accounting Officer) | March 30, 2009 |
| <u> /s/ KENNETH D. LEWIS </u> Kenneth D. Lewis | Chairman and Director | March 30, 2009 |
| <u> /s/ JOE L. PRICE </u> Joe L. Price | Director | March 30, 2009 |
| <u> /s/ AMY WOODS BRINKLEY </u> Amy Woods Brinkley | Director | March 30, 2009 |

RESOLUTION OF THE BOARD OF DIRECTORS OF
MERRILL LYNCH & CO., INC.
(a Delaware corporation)

RESOLVED FURTHER, that Edward P. O'Keefe, Alice A. Herald, Teresa M. Brenner and Mason Reeves hereby are appointed attorneys-in-fact for, and each of them with full power to act without the others hereby is authorized and empowered to sign the Registration Statement and any amendment or amendments (including any pre-effective or post-effective amendments) thereto on behalf of and as attorneys for, the Corporation and any of the principal executive officer, the principal financial officer, the principal accounting officer, and any other officer or director of the Corporation.

MERRILL LYNCH & CO., INC.
CERTIFICATE OF ASSISTANT SECRETARY

I, Mason Reeves, Assistant Secretary of Merrill Lynch & Co., Inc., a corporation duly organized and existing under the laws of the State of Delaware (the "Corporation"), do hereby certify that attached to this certificate is a true and correct copy of the resolutions duly adopted by the Board of Directors of the Corporation by written consent effective March 30, 2009, and that those resolutions are in full force and effect and have not been amended or rescinded.

IN WITNESS WHEREOF, I have hereupon set my hand and affixed the seal of the Corporation as of March 30, 2009.

/s/ MASON REEVES
Mason Reeves, Assistant Secretary

(CORPORATE SEAL)

FORM T-1

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE

CHECK IF AN APPLICATION TO DETERMINE
ELIGIBILITY OF A TRUSTEE PURSUANT TO
SECTION 305(b)(2)

THE BANK OF NEW YORK MELLON
(Exact name of trustee as specified in its charter)

New York
(State of incorporation
if not a U.S. national bank) 13-5160382
(I.R.S. employer
identification no.)

One Wall Street, New York, N.Y.
(Address of principal executive offices) 10286
(Zip code)

MERRILL LYNCH & CO., INC.
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization) 13-2740599
(I.R.S. employer
identification no.)

4 World Financial Center
New York, New York
(Address of principal executive offices) 10080
(Zip code)

Senior Debt Securities
(Title of the indenture securities)

=====

1. General information. Furnish the following information as to the Trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

| Name | Address |
|--------------------------------------------------|---------------------------------------------------------------------------|
| Superintendent of Banks of the State of New York | One State Street, New York, N.Y. 10004-1417, and Albany, N.Y. 12223 |
| Federal Reserve Bank of New York | 33 Liberty Street, New York, N.Y. 10045 |
| Federal Deposit Insurance Corporation | Washington, D.C. 20429 |
| New York Clearing House Association | New York, New York 10005 |

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the Organization Certificate of The Bank of New York Mellon (formerly known as The Bank of New York, itself formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672, Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637, Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121195 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152735).

-
4. A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-121195).
 6. The consent of the Trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152735).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 27th day of March, 2009.

THE BANK OF NEW YORK MELLON

By: /S/ FRANCA M. FERRERA _____
Name: FRANCA M. FERRERA
Title: ASSISTANT VICE PRESIDENT

Consolidated Report of Condition of

THE BANK OF NEW YORK MELLON

of One Wall Street, New York, N.Y. 10286
 And Foreign and Domestic Subsidiaries,

a member of the Federal Reserve System, at the close of business December 31, 2008, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

| | Dollar Amounts In Thousands |
|-------------------------------------------------------------------------|--------------------------------|
| ASSETS | |
| Cash and balances due from depository institutions: | |
| Noninterest-bearing balances and currency and coin | 4,440,000 |
| Interest-bearing balances | 87,807,000 |
| Securities: | |
| Held-to-maturity securities | 7,327,000 |
| Available-for-sale securities | 32,572,000 |
| Federal funds sold and securities purchased under agreements to resell: | |
| Federal funds sold in domestic offices | 373,000 |
| Securities purchased under agreements to resell | 0 |
| Loans and lease financing receivables: | |
| Loans and leases held for sale | 0 |
| Loans and leases, net of unearned income | 32,827,000 |
| LESS: Allowance for loan and lease losses | 357,000 |
| Loans and leases, net of unearned income and allowance | 32,470,000 |
| Trading assets | 10,665,000 |
| Premises and fixed assets (including capitalized leases) | 1,098,000 |
| Other real estate owned | 8,000 |
| Investments in unconsolidated subsidiaries and associated companies | 795,000 |
| Not applicable | |
| Intangible assets: | |
| Goodwill | 4,908,000 |
| Other intangible assets | 1,606,000 |
| Other assets | <u>11,095,000</u> |

| | |
|-----------------------------------------------------------------------------|--------------------|
| Total assets | 195,164,000 |
| LIABILITIES | |
| Deposits: | |
| In domestic offices | 85,286,000 |
| Noninterest-bearing | 54,008,000 |
| Interest-bearing | 31,278,000 |
| In foreign offices, Edge and Agreement subsidiaries, and IBFs | 72,497,000 |
| Noninterest-bearing | 1,558,000 |
| Interest-bearing | 70,939,000 |
| Federal funds purchased and securities sold under agreements to repurchase: | |
| Federal funds purchased in domestic offices | 454,000 |
| Securities sold under agreements to repurchase | 75,000 |
| Trading liabilities | 8,365,000 |
| Other borrowed money: | |
| (includes mortgage indebtedness and obligations under capitalized leases) | 6,256,000 |
| Not applicable | |
| Not applicable | |
| Subordinated notes and debentures | 3,490,000 |
| Other liabilities | 7,018,000 |
| Total liabilities | <u>183,441,000</u> |
| Minority interest in consolidated subsidiaries | 350,000 |
| EQUITY CAPITAL | |
| Perpetual preferred stock and related surplus | 0 |
| Common stock | 1,135,000 |
| Surplus (exclude all surplus related to preferred stock) | 8,276,000 |
| Retained earnings | 6,810,000 |
| Accumulated other comprehensive income | -4,848,000 |
| Other equity capital components | 0 |
| Total equity capital | <u>11,373,000</u> |
| Total liabilities, minority interest, and equity capital | <u>195,164,000</u> |

I, Thomas P. Gibbons, Chief Financial Officer of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Thomas P. Gibbons,
Chief Financial Officer

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Gerald L. Hassell
Steven G. Elliott
Robert P. Kelly

]

Directors

FORM T-1

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE

CHECK IF AN APPLICATION TO DETERMINE
ELIGIBILITY OF A TRUSTEE PURSUANT TO
SECTION 305(b)(2)

THE BANK OF NEW YORK MELLON
(Exact name of trustee as specified in its charter)

New York
(State of incorporation
if not a U.S. national bank)

13-5160382
(I.R.S. employer
identification no.)

One Wall Street, New York, N.Y.
(Address of principal executive offices)

10286
(Zip code)

MERRILL LYNCH & CO., INC.
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

13-2740599
(I.R.S. employer
identification no.)

4 World Financial Center
New York, New York
(Address of principal executive offices)

10080
(Zip code)

Senior Debt Securities
(Title of the indenture securities)

1. General information. Furnish the following information as to the Trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

| Name | Address |
|--------------------------------------------------|---------------------------------------------------------------------------|
| Superintendent of Banks of the State of New York | One State Street, New York, N.Y. 10004-1417, and Albany, N.Y. 12223 |
| Federal Reserve Bank of New York | 33 Liberty Street, New York, N.Y. 10045 |
| Federal Deposit Insurance Corporation | Washington, D.C. 20429 |
| New York Clearing House Association | New York, New York 10005 |

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the Organization Certificate of The Bank of New York Mellon (formerly known as The Bank of New York, itself formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672, Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637, Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121195 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152735).

-
4. A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-121195).
 6. The consent of the Trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152735).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 27th day of March, 2009.

THE BANK OF NEW YORK MELLON

By: /S/ FRANCA M. FERRERA

Name: FRANCA M. FERRERA

Title: ASSISTANT VICE PRESIDENT

Consolidated Report of Condition of

THE BANK OF NEW YORK MELLON

of One Wall Street, New York, N.Y. 10286
 And Foreign and Domestic Subsidiaries,

a member of the Federal Reserve System, at the close of business December 31, 2008, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

| | Dollar Amounts In Thousands |
|-------------------------------------------------------------------------|--------------------------------|
| ASSETS | |
| Cash and balances due from depository institutions: | |
| Noninterest-bearing balances and currency and coin | 4,440,000 |
| Interest-bearing balances | 87,807,000 |
| Securities: | |
| Held-to-maturity securities | 7,327,000 |
| Available-for-sale securities | 32,572,000 |
| Federal funds sold and securities purchased under agreements to resell: | |
| Federal funds sold in domestic offices | 373,000 |
| Securities purchased under agreements to resell | 0 |
| Loans and lease financing receivables: | |
| Loans and leases held for sale | 0 |
| Loans and leases, net of unearned income | 32,827,000 |
| LESS: Allowance for loan and lease losses | 357,000 |
| Loans and leases, net of unearned income and allowance | 32,470,000 |
| Trading assets | 10,665,000 |
| Premises and fixed assets (including capitalized leases) | 1,098,000 |
| Other real estate owned | 8,000 |
| Investments in unconsolidated subsidiaries and associated companies | 795,000 |
| Not applicable | |
| Intangible assets: | |
| Goodwill | 4,908,000 |
| Other intangible assets | 1,606,000 |
| Other assets | <u>11,095,000</u> |

| | |
|-----------------------------------------------------------------------------|--------------------|
| Total assets | 195,164,000 |
| LIABILITIES | |
| Deposits: | |
| In domestic offices | 85,286,000 |
| Noninterest-bearing | 54,008,000 |
| Interest-bearing | 31,278,000 |
| In foreign offices, Edge and Agreement subsidiaries, and IBFs | 72,497,000 |
| Noninterest-bearing | 1,558,000 |
| Interest-bearing | 70,939,000 |
| Federal funds purchased and securities sold under agreements to repurchase: | |
| Federal funds purchased in domestic offices | 454,000 |
| Securities sold under agreements to repurchase | 75,000 |
| Trading liabilities | 8,365,000 |
| Other borrowed money: | |
| (includes mortgage indebtedness and obligations under capitalized leases) | 6,256,000 |
| Not applicable | |
| Not applicable | |
| Subordinated notes and debentures | 3,490,000 |
| Other liabilities | 7,018,000 |
| Total liabilities | <u>183,441,000</u> |
| Minority interest in consolidated subsidiaries | 350,000 |
| EQUITY CAPITAL | |
| Perpetual preferred stock and related surplus | 0 |
| Common stock | 1,135,000 |
| Surplus (exclude all surplus related to preferred stock) | 8,276,000 |
| Retained earnings | 6,810,000 |
| Accumulated other comprehensive income | -4,848,000 |
| Other equity capital components | 0 |
| Total equity capital | <u>11,373,000</u> |
| Total liabilities, minority interest, and equity capital | <u>195,164,000</u> |

I, Thomas P. Gibbons, Chief Financial Officer of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Thomas P. Gibbons,
Chief Financial Officer

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Gerald L. Hassell
Steven G. Elliott
Robert P. Kelly

]

Directors

FORM T-1

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE

CHECK IF AN APPLICATION TO DETERMINE
ELIGIBILITY OF A TRUSTEE PURSUANT TO
SECTION 305(b)(2)

THE BANK OF NEW YORK MELLON
(Exact name of trustee as specified in its charter)

New York
(State of incorporation
if not a U.S. national bank)

13-5160382
(I.R.S. employer
identification no.)

One Wall Street, New York, N.Y.
(Address of principal executive offices)

10286
(Zip code)

MERRILL LYNCH & CO., INC.
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

13-2740599
(I.R.S. employer
identification no.)

4 World Financial Center
New York, New York
(Address of principal executive offices)

10080
(Zip code)

Subordinated Debt Securities
(Title of the indenture securities)

1. General information. Furnish the following information as to the Trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

| Name | Address |
|--------------------------------------------------|---------------------------------------------------------------------------|
| Superintendent of Banks of the State of New York | One State Street, New York, N.Y. 10004-1417, and Albany, N.Y. 12223 |
| Federal Reserve Bank of New York | 33 Liberty Street, New York, N.Y. 10045 |
| Federal Deposit Insurance Corporation | Washington, D.C. 20429 |
| New York Clearing House Association | New York, New York 10005 |

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the Organization Certificate of The Bank of New York Mellon (formerly known as The Bank of New York, itself formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672, Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637, Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121195 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152735).

-
4. A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-121195).
 6. The consent of the Trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152735).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 27th day of March, 2009.

THE BANK OF NEW YORK MELLON

By: /S/ FRANCA M. FERRERA

Name: FRANCA M. FERRERA

Title: ASSISTANT VICE PRESIDENT

Consolidated Report of Condition of

THE BANK OF NEW YORK MELLON

of One Wall Street, New York, N.Y. 10286
 And Foreign and Domestic Subsidiaries,

a member of the Federal Reserve System, at the close of business December 31, 2008, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

| | Dollar Amounts In Thousands |
|-------------------------------------------------------------------------|--------------------------------|
| ASSETS | |
| Cash and balances due from depository institutions: | |
| Noninterest-bearing balances and currency and coin | 4,440,000 |
| Interest-bearing balances | 87,807,000 |
| Securities: | |
| Held-to-maturity securities | 7,327,000 |
| Available-for-sale securities | 32,572,000 |
| Federal funds sold and securities purchased under agreements to resell: | |
| Federal funds sold in domestic offices | 373,000 |
| Securities purchased under agreements to resell | 0 |
| Loans and lease financing receivables: | |
| Loans and leases held for sale | 0 |
| Loans and leases, net of unearned income | 32,827,000 |
| LESS: Allowance for loan and lease losses | 357,000 |
| Loans and leases, net of unearned income and allowance | 32,470,000 |
| Trading assets | 10,665,000 |
| Premises and fixed assets (including capitalized leases) | 1,098,000 |
| Other real estate owned | 8,000 |
| Investments in unconsolidated subsidiaries and associated companies | 795,000 |
| Not applicable | |
| Intangible assets: | |
| Goodwill | 4,908,000 |
| Other intangible assets | 1,606,000 |
| Other assets | <u>11,095,000</u> |

| | |
|-----------------------------------------------------------------------------|--------------------|
| Total assets | 195,164,000 |
| LIABILITIES | |
| Deposits: | |
| In domestic offices | 85,286,000 |
| Noninterest-bearing | 54,008,000 |
| Interest-bearing | 31,278,000 |
| In foreign offices, Edge and Agreement subsidiaries, and IBFs | 72,497,000 |
| Noninterest-bearing | 1,558,000 |
| Interest-bearing | 70,939,000 |
| Federal funds purchased and securities sold under agreements to repurchase: | |
| Federal funds purchased in domestic offices | 454,000 |
| Securities sold under agreements to repurchase | 75,000 |
| Trading liabilities | 8,365,000 |
| Other borrowed money: | |
| (includes mortgage indebtedness and obligations under capitalized leases) | 6,256,000 |
| Not applicable | |
| Not applicable | |
| Subordinated notes and debentures | 3,490,000 |
| Other liabilities | 7,018,000 |
| Total liabilities | <u>183,441,000</u> |
| Minority interest in consolidated subsidiaries | 350,000 |
| EQUITY CAPITAL | |
| Perpetual preferred stock and related surplus | 0 |
| Common stock | 1,135,000 |
| Surplus (exclude all surplus related to preferred stock) | 8,276,000 |
| Retained earnings | 6,810,000 |
| Accumulated other comprehensive income | -4,848,000 |
| Other equity capital components | 0 |
| Total equity capital | <u>11,373,000</u> |
| Total liabilities, minority interest, and equity capital | <u>195,164,000</u> |

I, Thomas P. Gibbons, Chief Financial Officer of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Thomas P. Gibbons,
Chief Financial Officer

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Gerald L. Hassell
Steven G. Elliott
Robert P. Kelly

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Directors