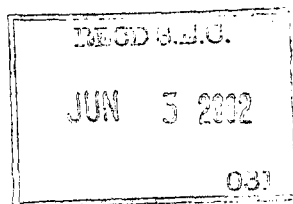




*Ceat Amx*  
**AMERICAN  
 STOCK EXCHANGE\***  
 Equities Options ETFs



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Richard A. Mikaliunas  
 Senior Vice President  
 Capital Markets

American Stock Exchange  
 86 Trinity Place  
 New York, NY 10006-1872  
 T 212 306 1807  
 F 212 306 2066  
 richard.mikaliunas@amex.com



02030421

June 3, 2002

Ms. Willie Mae Stroud  
 Filer Support - 2  
 Room 1004, Mail Stop 1-4  
 Office of Filing Information & Consumer Services  
 Division of Market Regulation  
 Securities and Exchange Commission  
 Judiciary Plaza  
 450 Fifth Street, NW  
 Washington, D.C. 20549

**PROCESSED**

**JUN 17 2002**

**THOMSON  
 FINANCIAL**

Dear Ms. Stroud:

This is to certify that the American Stock Exchange,  
 (the "Exchange") received from Merrill Lynch & Co., Inc.  
 (the Registrant) a copy of the Company's Registration  
 Statement on Form 8-A for the registration of the following  
 security:

Strategic Return Notes  
Linked to the Select European 50 Index  
due May, 2007

We further certify that the above security has been  
 approved by the Exchange for listing and registration, upon  
 official notice of issuance, and understand that the 8A will  
 be immediately effective upon your receipt of same, in  
 accordance with SEC Rule 3a12-11.

Sincerely,