



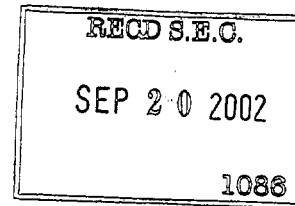
02057404

Richard A. Mikaliunas
Senior Vice President
Capital Markets

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

September 20, 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

SEP 24 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 Biotech-Pharmaceutical Index
due September, 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,