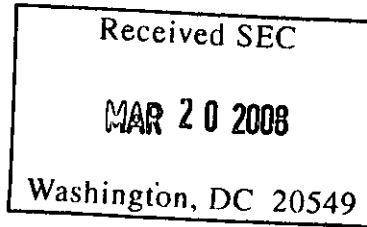




**AMERICAN
STOCK EXCHANGE**
Equities Options ETFs



Beth A. Kleiman
Vice President
Capital Markets

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March 20, 2008

CERTAMX
01-07182

Mr. Brian Johnson
Branch Chief
Securities and Exchange Commission
Office of Filings and Information Services
Filer Support #2
Room #2531
100 F Street, N.E.
Washington, D.C. 20549

Dear Mr. Johnson:

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:

**12% Callable Stock Return Income Debt SecuritiesSM due March 26, 2010
payable on the maturity date with Monsanto Company common stock**

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 this letter.

Sincerely,

Beth A. Kleiman

Beth A. Kleiman

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