



**AMERICAN  
STOCK EXCHANGE**  
Equities Options ETFs

Received SEC

JUL 03 2008

Washington, DC 20549

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July 3, 2008

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:

**STEP Income Securities<sup>SM</sup> Due July 14, 2009 Linked to the common stock of  
Freeport-McMoRan Copper & Gold Inc.**

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

**PROCESSED**

JUL 08 2008  
THOMSON REUTERS

**END**