



**AMERICAN
STOCK EXCHANGE®**
Equities Options ETFs

Received SEC
AUG 07 2008
Washington, DC 20549

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August 7, 2008

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001-07192

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

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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:

Accelerated Return NotesSM Linked to the MSCI EAFE Index[®] due October 5, 2009

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

END