



**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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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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THOMSON REUTERS

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 Bear Market Notes Linked to the Russell 3000® Index
due October 2, 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