

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)

(Amendment No. 2)/1/

BANCO RIO DE LA PLATA, S.A.

(Name of Issuer)

Class B Ordinary Shares, par value Ps. 1.00 per Share

(Title of Class Securities)

059644104

(CUSIP Number)

January 22, 2002

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this
schedule is filed:

Rule 13d-1(b)/*/
 Rule 13d-1(c)
 Rule 13d-1(d)

/1/The remainder of this cover page shall be filled out for a reporting
person's initial filing on this form with respect to the subject class of
securities, and for any subsequent amendment containing information which
would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall
not be deemed to be "filed" for the purpose of Section 18 of the Securities
Exchange Act of 1934 or otherwise subject to the liabilities of that section
of the Act but shall be subject to all other provisions of the Act (however,
see the Notes).

*/ See also Item 3 of this Schedule 13G/A.

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<CAPTION>

CUSIP No. 059644104
11 Pages

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<S>

<C>

<C>

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Merrill Lynch & Co., Inc.
#13-2740599

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(Joint Filing pursuant to Rule 13d-1(k)(1))

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES 5 SOLE VOTING POWER 0

BENEFICIALLY OWNED BY 6 SHARED VOTING POWER 0

EACH REPORTING 7 SOLE DISPOSITIVE POWER 0

PERSON WITH 8 SHARED DISPOSITIVE POWER 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES/*/
|_ |

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0%

12 TYPE OF REPORTING PERSON*
HC, CO

/*/SEE INSTRUCTION BEFORE FILLING OUT!

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<TABLE>
<CAPTION>

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<S>

<C>

<C>

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Merrill Lynch International

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) |_ |

(Joint Filing pursuant to Rule 13d-1(k)(1))

(b) |_ |

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION England and Wales

NUMBER OF SHARES	5	SOLE VOTING POWER 0
BENEFICIALLY OWNED BY	6	SHARED VOTING POWER 0
EACH REPORTING PERSON WITH	7	SOLE DISPOSITIVE POWER 0
PERSON WITH	8	SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	0	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES/**/ _	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	0%	
12	TYPE OF REPORTING PERSON* BD, CO	

/**/SEE INSTRUCTION BEFORE FILLING OUT!

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- Item 1(a). Name of Issuer:
Banco Rio de la Plata, S.A.
- Item 1(b). Address of Issuer's Principal Executive Offices:
Banco Rio de la Plata, S.A.
Bartolome Mitre 480
City of Buenos Aires, Republic of Argentina
- Item 2(a). Name of Person Filing:
This Amendment No. 2 to Schedule 13G is filed on behalf of Merrill Lynch & Co., Inc. ("ML & Co.") and Merrill Lynch International ("MLI"). ML and MLI are collectively referred to herein as the "Reporting Persons."
- Item 2(b). Address of Principal Business Office or, if none, Residence:
Merrill Lynch & Co., Inc.
World Financial Center
North Tower
250 Vesey Street
New York, New York 10281
Merrill Lynch International
Ropemaker Place
25 Ropemaker Street
London, EC2Y 9LY
- Item 2(c). Citizenship:
ML & Co. is organized under the laws of the State of Delaware. MLI is organized under the laws of England and Wales.
- Item 2(d). Title of Class of Securities:
Class B Ordinary Shares, par value Ps. 1.00 per share

Item 2(e). CUSIP Number:

059644104

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) Broker or Dealer registered under Section 15 of the Exchange Act.
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) Insurance Company as defined in Section 3(a)(19) of the Exchange Act.
- (d) Investment Company registered under Section 8 of the Investment Company Act.
- (e) An Investment Adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act.
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

This Amendment No. 2 to 13G is filed jointly, pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), by ML & Co. and MLI, pursuant to a no-action letter issued by the Securities and Exchange Commission's Division of Corporation Finance under Rule 13d-1(b) under the Exchange Act (1993 SEC No-Act. LEXIS 1121 (November 24, 1993)).

Item 4. Ownership.

(a) Amount Beneficially Owned:

None of ML & Co. or MLI beneficially own any Shares.

(b) Percent of Class:

0%

(c) Number of shares as to which such person has:

- (i) Sole power to vote or to direct the vote: 0
- (ii) Shared power to vote or to direct the vote: 0
- (iii) Sole power to dispose or to direct the disposition of: 0
- (iv) Shared power to dispose or to direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

As indicated in Item 3, above, this Schedule 13G amendment is filed jointly by ML & Co. and MLI, pursuant to a no-action letter issued by the Securities and Exchange Commission's Division of Corporation Finance under Rule 13d-1(b) under the Exchange Act (1993 SEC No-Act. LEXIS 1121 (November 24, 1993)). MLI is a foreign broker-dealer and an indirect wholly-owned subsidiary of ML & Co. ML & Co. is a domestic holding corporation and the ultimate parent company of MLI.

Item 8. Identification and Classification of Members of the Group.

The Reporting Persons have filed this Schedule 13G amendment jointly, pursuant to Rule 13d-1(k)(1) under the Exchange Act. As further indicated in Item 7, above, MLI is an indirect wholly-owned subsidiary of ML & Co. Although the Reporting Persons are affiliates and have determined to file jointly, the Reporting Persons are of the view that their affiliation does not cause them to be acting as a group within the meaning of Rule 13d-5 under the Exchange Act.

Item 9. Notice of Dissolution of Group.

Not Applicable.

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Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired are not held in connection with or as a participant in any transaction having that purpose or effect.

[Signature Pages Follow]

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 22, 2002

Merrill Lynch & Co., Inc.

/s/ Lawrence M. Egan Jr.

Name: Lawrence M. Egan Jr./*/
Title: Attorney in fact

*/ Signed pursuant to a power of attorney, dated November 17, 1995, included as Exhibit B to the Schedule 13G filed by Merrill Lynch & Co., Inc. for Walden Residential Properties, Inc. and incorporated herein by reference.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 22, 2002

Merrill Lynch International

/s/ J. David Montague

Name: J. David Montague
Title: First Vice President
Office of General Counsel
MLEMIA/GMI

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EXHIBIT A

(COPY OF JOINT FILING AGREEMENT APPEARING AS EXHIBIT B TO ORIGINAL 13G FILED
BY THE REPORTING PERSONS ON DECEMBER 21, 2000)

JOINT FILING AGREEMENT

The undersigned hereby agree that this Schedule 13G, dated as of December 21, 2000 (the "Schedule 13G"), with respect to the Shares issued by Banco Rio de la Plata, S.A. is, and any amendments thereto shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k)(1) under the Securities and Exchange Act of 1934, as amended, and that this Agreement shall be included as an Exhibit to the Schedule 13G and each such amendment. Each of the undersigned agrees to be responsible for the timely filing of the Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning itself contained therein. Each of the undersigned further agrees that Merrill Lynch & Co., Inc. may file the Schedule 13G, and any and all amendments thereto, on its behalf. This Agreement may be executed in any number of counterparts, all of which when taken together shall constitute one and the same instrument.

[signature pages follow]

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IN WITNESS WHEREOF, the undersigned have executed this Agreement as of this 21st day of December 2000.

Merrill Lynch & Co., Inc.

/s/ Lawrence M. Egan Jr.

Name: Lawrence M. Egan Jr.*
Title: Attorney-In-Fact

* Signed pursuant to a power of attorney, dated November 17, 1995, included as Exhibit B to the Schedule 13G filed by Merrill Lynch & Co., Inc. for Walden Residential Properties, Inc. and incorporated herein by reference.

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IN WITNESS WHEREOF, the undersigned have executed this Agreement as of this 21st day of December 2000.

Merrill Lynch International

/s/ Larry Dobosh

Name: Larry Dobosh*
Title: Director

* Evidence of authority to sign on behalf of MLI is set forth in a Certificate of Incumbency dated December 20, 2000 and included as Exhibit C to this Schedule 13G.

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IN WITNESS WHEREOF, the undersigned have executed this Agreement as of this 21st day of December 2000.

BRS Investments S.A.

/s/ Daniel Gonzalez

Name: Daniel Gonzalez

Title: Vice President

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