

\$2,469,000 Buffered Return Notes  
Linked to an Equally Weighted Index Basket Due  
July 26, 2012  
Term Sheet

Pricing Date July 19, 2007  
Settlement Date July 26, 2007  
Maturity Date July 26, 2012  
CUSIP No. 59018YF89  
Term Sheet No. No. 2776

## Merrill Lynch & Co., Inc.

# Buffered Return Notes

- The Equally Weighted Index Basket (the “Basket”) is a basket of equity indices, equally weighted on the Pricing Date, comprised of the S&P 500 Index price-weighted, the Dow Jones EURO STOXX 50 Index price-weighted and the Nikkei 225 Index price-weighted
- 145% leveraged upside exposure to increases in the value of the Basket
- A maturity of approximately 5 years
- 1-to-1 downside exposure to decreases in value of the Basket in excess of the Threshold Amount with up to 80% of the principal amount at risk
- No listing on any securities exchange
- \$1,000 Original Public Offering Price Per Unit
- Issued in denominations of \$20,000 and integral multiples of \$1,000.

The Notes will have the terms specified in this preliminary term sheet as supplemented by the documents indicated herein under “Additional Note Terms” (together the “Note Prospectus”). Investing in the Notes involves a number of risks. See “[Risk Factors](#)” beginning on page TS-5 of this term sheet and on page PS-6 of product supplement BFN-2.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this Note Prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

	Per Unit	Total
Public offering price	\$1,000	\$2,469,000
Underwriting discount	\$30	\$74,070
Proceeds, before expenses, to Merrill Lynch & Co., Inc.	\$970	\$2,394,930

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"Nikkei 225" is a registered trademark of Nikkei, Inc., and is licensed for use by Merrill Lynch & Co., Inc.

## **Merrill Lynch & Co.**

July 19, 2007

## Summary

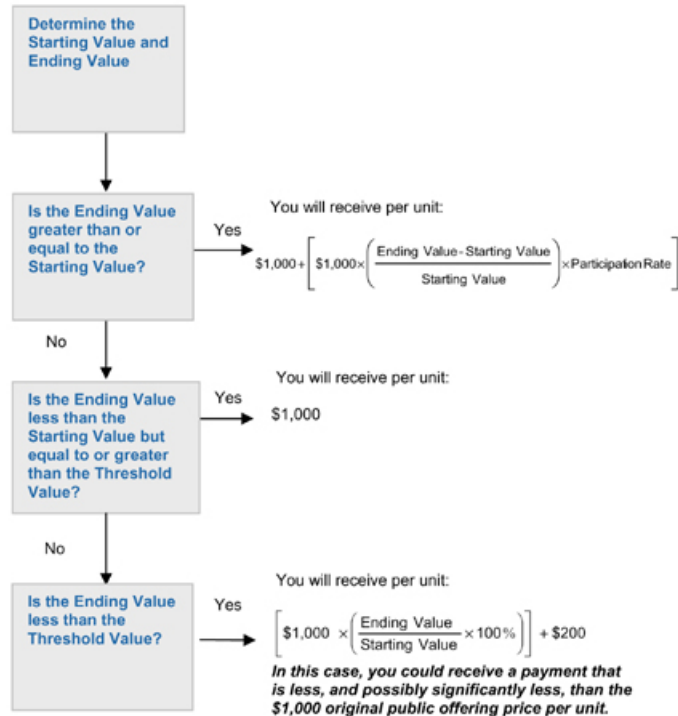
The Buffered Return Notes Linked to an Equally Weighted Index Basket due July 26, 2012 (the "Notes") are senior, unsecured debt securities of Merrill Lynch & Co., Inc. that provide a leveraged return for investors, if the value of the Equally Weighted Index Basket (the "Basket") increases from the Starting Value of the Basket on the Pricing Date to the Ending Value of the Basket determined on the valuation date shortly prior to the Maturity Date of the Notes. Investors must be willing to forego interest payments on the Notes and be willing to accept a repayment that may be less, and potentially significantly less, than the original public offering price of the Notes.

The Basket is comprised of the S&P 500 Index price-weighted, the Dow Jones EURO STOXX 50 Index price-weighted, and the Nikkei 225 Index price-weighted (each a "Basket Component Index" and together the "Basket Component Indices"). Each Basket Component Index has been assigned a weighting so that each Basket Component Index contributed equally to the Basket level on the Pricing Date.

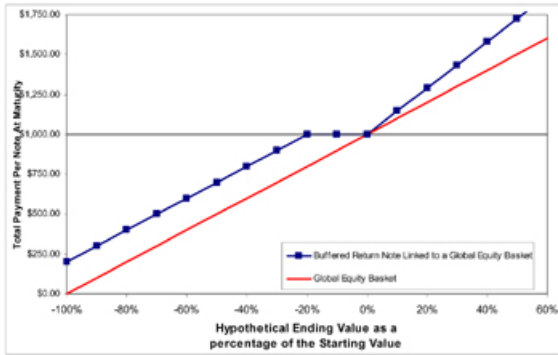
## Terms of the Notes

<b>Issuer:</b>	Merrill Lynch & Co., Inc.
<b>Original Public Offering Price:</b>	\$1,000 per unit
<b>Denominations:</b>	The Notes will be issued in denominations of \$20,000 and integral multiples of \$1,000 in excess thereof.
<b>Term:</b>	Approximately 5 years
<b>Starting Value:</b>	100
<b>Ending Value:</b>	The closing value of the Basket on the Valuation Date, subject to a market disruption event, as more fully described in product supplement BFN-2.
<b>Threshold Value:</b>	80% of the Starting Value of the Basket
<b>Valuation Date:</b>	The fifth scheduled Basket Business Day prior to the maturity date
<b>Participation Rate:</b>	145%
<b>Pricing Date:</b>	July 19, 2007
<b>Settlement Date:</b>	July 26, 2007
<b>Maturity Date:</b>	July 26, 2012
<b>CUSIP No.:</b>	59018YF89

## Determining Payment at Maturity for the Notes



## Hypothetical Payout Profile



This graph reflects the hypothetical returns on the Notes, reflecting the Participation Rate of 145%. The blue line reflects the hypothetical returns on the Notes, while the red line reflects the return of an investment in the Basket.

This graph has been prepared for purposes of illustration only. Your actual return will depend on the actual Ending Value and the term of your investment.

## Hypothetical Payments at Maturity

### Examples

Set forth below are three examples of payment at maturity calculations, reflecting the Participation Rate of 145%.

**Example 1**—The hypothetical Ending Value is 70% of the Starting Value:

Starting Value: 100  
Hypothetical Ending Value: 70

$$\left( \$1,000 \times \left( \frac{70}{100} \times 100\% \right) \right) + \$200 = \$900$$

Payment at maturity (per unit) = **\$900**

**Example 2**—The hypothetical Ending Value is 90% of the Starting Value:

Starting Value: 100  
Hypothetical Ending Value: 90

(If the Ending Value is less than the Starting Value but is greater than or equal to the Threshold Value, the Redemption Amount per unit will equal the \$1,000 original public offering price.)

Payment at maturity (per unit) = **\$1,000**

**Example 3**—The hypothetical Ending Value is 110% of the Starting Value:

Starting Value: 100  
Hypothetical Ending Value: 110

$$\$1,000 + \left( \$1,000 \times \left( \frac{110 - 100}{100} \right) \times 145\% \right) = \$1,145$$

Payment at maturity (per unit) = **\$1,145**

The following table illustrates, for the Starting Value and a range of hypothetical Ending Values of the Basket:

- the percentage change from the hypothetical Starting Value to the hypothetical Ending Value;
- the total amount payable on the maturity date per unit;
- the total rate of return to holders of the Notes;
- the pretax annualized rate of return to holders of the Notes; and
- the pretax annualized rate of return of an investment in the stocks included in the Basket Component Indices, which includes an assumed aggregate dividend yield of 2.01% per annum, as more fully described below.

The table below reflects the Participation Rate of 145%.

Hypothetical Ending Value	Percentage change from the hypothetical Starting Value to the hypothetical Ending Value	Total amount payable on the maturity date per unit	Total rate of return on the Notes	Pretax annualized rate of return on the Notes (1)	Pretax annualized rate of return of the stocks included in the Basket Component Indices (1)(2)
0.00	-100.00%	\$200.00	-80.00%	-	-
10.00	-90.00%	\$300.00	-70.00%	-22.69%	-33.32%
20.00	-80.00%	\$400.00	-60.00%	-17.51%	-24.86%
30.00	-70.00%	\$500.00	-50.00%	-13.39%	-18.96%
40.00	-60.00%	\$600.00	-40.00%	-9.96%	-14.39%
50.00	-50.00%	\$700.00	-30.00%	-7.01%	-10.64%
60.00	-40.00%	\$800.00	-20.00%	-4.41%	-7.45%
70.00	-30.00%	\$900.00	-10.00%	-2.10%	-4.68%
80.00	-20.00%	\$1,000.00	0.00%	0.00%	-2.21%
90.00	-10.00%	\$1,000.00	0.00%	0.00%	0.01%
100.00(3)	0.00%	\$1,000.00	0.00%	0.00%	2.03%
110.00	10.00%	\$1,145.00	14.50%	2.73%	3.89%
120.00	20.00%	\$1,290.00	29.00%	5.16%	5.61%
130.00	30.00%	\$1,435.00	43.50%	7.36%	7.21%
140.00	40.00%	\$1,580.00	58.00%	9.36%	8.71%
150.00	50.00%	\$1,725.00	72.50%	11.21%	10.11%
160.00	60.00%	\$1,870.00	87.00%	12.92%	11.44%

(1) The annualized rates of return specified in this column are calculated on a semiannual bond equivalent basis and assume an investment term from July 26, 2007 to July 26, 2012, the term of the Notes.

(2) This rate of return assumes:

- a percentage change in the aggregate price of the stocks included in the Basket Component Indices that equals the percentage change in the Basket from the Starting Value to the relevant hypothetical Ending Value;
- a constant dividend yield of 2.01% per annum (which equals the weighted average of a dividend yield of 1.74% for the S&P 500 Index price-weighted, 3.22% for the Dow Jones EURO STOXX 50 Index price-weighted and 1.06% for the Nikkei 225 Index price-weighted), paid quarterly from the date of initial delivery of the Notes, applied to the value of the Basket at the end of each quarter assuming this value increases or decreases linearly from the Starting Value to the applicable hypothetical Ending Value; and
- no transaction fees or expenses.

(3) The Starting Value was set at 100 on the Pricing Date.

The above figures are for purposes of illustration only. The actual amount received by you and the resulting total and pretax annualized rates of return will depend on the actual Ending Value and term of your investment.

## Risk Factors

An investment in the Notes involves significant risks. The following is a list of certain of the risks involved in investing in the Notes. You should carefully review the more detailed explanation of risks relating to the Notes in the "Risk Factors" sections included in the product supplement and MTN prospectus supplement identified below under "Additional Note Terms". We also urge you to consult your investment, legal, tax, accounting and other advisers before you invest in the Notes.

- Your investment in the Notes may result in a loss.
- Your yield may be lower than the yield on other debt securities of comparable maturity.
- You must rely on your own evaluations regarding the merits of an investment linked to the Basket.
- Your return on the Notes will not reflect the return on a direct investment in the Underlying Stocks.
- A trading market for the Notes is not expected to develop and, if trading does develop, the market price you may receive or be quoted for your Notes on a date prior to the stated maturity date will be affected by this and other important factors including our costs of developing, hedging and distributing the Notes.
- Your return will be affected by factors affecting international securities markets.
- The level of the Basket Component Indices will not be adjusted for changes in exchange rates that might affect the Basket Component Indices.
- The respective publishers of the Basket Component Indices may adjust the Basket Component Indices in a way that affects their levels, and these respective publishers have no obligation to consider your interests.
- Many factors affect the trading value of the Notes; these factors interrelate in complex ways and the effect of any one factor may offset or magnify the effect of another factor.
- Purchases and sales by us and our affiliates may affect your return.
- Amounts payable on the Notes may be limited by state law.
- Potential conflicts of interest could arise.
- Tax consequences are uncertain.

## Investor Considerations

### You may wish to consider an investment in the Notes if:

- You anticipate that the value of the Basket will appreciate from the Starting Value to the Ending Value.
- You accept that your investment may result in a loss, which could be significant, if the value of the Basket decreases from the Starting Value to the Ending Value.
- You are willing to forego interest payments on the Notes, such as fixed or floating rate interest paid on traditional interest bearing debt securities.
- You want exposure to the Basket with no expectation of dividends or other benefits of owning the underlying securities.
- You are willing to accept that a trading market for the Notes is not expected to develop for the Notes.

### The Notes may not be appropriate investments for you if:

- You anticipate that the value of the Basket will depreciate from the Starting Value to the Ending Value or that the value of the Basket will not appreciate sufficiently over the term of the Notes to provide you with your desired return.
- You are seeking 100% principal protection or preservation of capital.
- You seek interest payments or other current income on your investment.
- You want to receive dividends paid on the stocks included in the Basket Component Indices.
- You want assurances that there will be a liquid market if and when you want to sell the Notes prior to maturity.

## Other Provisions

We may deliver the Notes against payment therefor in New York, New York on a date that is in excess of than three business days following the Pricing Date. Under Rule 15c6-1 of the Securities Exchange Act of 1934, trades in the secondary market generally are required to settle in three business days, unless the parties to any such trade expressly agree otherwise. Accordingly, if the initial settlement on the Notes occurs more than three business days from the Pricing Date, purchasers who wish to trade Notes more than three business days prior to the original issue date will be required to specify alternative settlement arrangements to prevent a failed settlement.

## The Basket

The Basket is designed to allow investors to participate in the percentage changes in the levels of the Basket Component Indices from the Starting Value to the Ending Value of the Notes. The Basket Component Indices are described in the section below. Each Basket Component Index has been assigned an equal weighting so that each Basket Component Index represented an equal portion of the value of the Basket on the Pricing Date.

The respective publishers of the Basket Component Indices have no obligations relating to the Notes or amounts to be paid to you, including any obligation to take the needs of Merrill Lynch & Co., Inc. or of holders of the Notes into consideration for any reason. These respective publishers will not receive any of the proceeds of the offering of the Notes and are not responsible for, and have not participated in, the offering of the Notes and are not responsible for, and will not participate in, the determination or calculation of the amount receivable by holders of the Notes. All disclosure contained in this term sheet regarding any Basket Component Index, including with limitation, its make-up, method of calculation and changes in components has been derived from publicly available information prepared by the distributor of the Basket Component Index. Neither Merrill Lynch & Co., Inc. nor MLPF&S have independently verified the accuracy or completeness of that information.

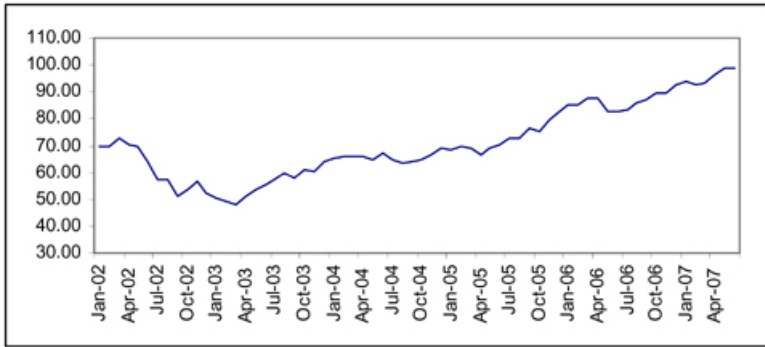
For more information on the Basket, please see the section entitled "The Basket" in the product supplement BFN-2.

On the Pricing Date, for each Basket Component Index, the initial weighting, the closing level, the Multiplier and the initial contribution to the Basket level were as follows:

Basket Component Index	Bloomberg Symbol	Region	Initial Weighting	Closing Level <sup>(1)</sup>	Multiplier <sup>(2)</sup>	Initial Basket Level Contribution
S&P 500 Index price-weighted	SPX	United States	33.33%	1,553.08	0.02146273	33.33
Dow Jones EURO STOXX 50 Index price-weighted	SX5E	Europe	33.33%	4,522.64	0.00737033	33.33
Nikkei 225 Index price-weighted	NKY	Japan	33.33%	18,116.57	0.00183994	33.33
<b>Starting Value</b>						<b>100.00</b>

- (1) This is the closing level of each Basket Component Index on the Pricing Date.
- (2) The Multiplier equals the weighting of the Basket Component Index (as a percentage) multiplied by 100, and then divided by the closing level of that Basket Component Index on the Pricing Date and rounded to eight decimal places.

*While historical information on the Basket did not exist before the Pricing Date, the following graph sets forth the hypothetical historical performance of the Basket in the period from January 2002 through June 2007, based upon historical levels of each Basket Component Index, the Multipliers and a Basket value of 100 on the Pricing Date. This hypothetical historical data on the Basket is not necessarily indicative of the future performance of the Basket or what the value of the Notes may be. Any historical upward or downward trend in the value of the Basket during any period set forth below is not an indication that the Basket is more or less likely to increase or decrease at any time over the term of the Notes.*



The information on the Basket provided in this document should be read together with the discussion under the heading "The Basket" beginning on page PS-13 of the product supplement BFN-2.

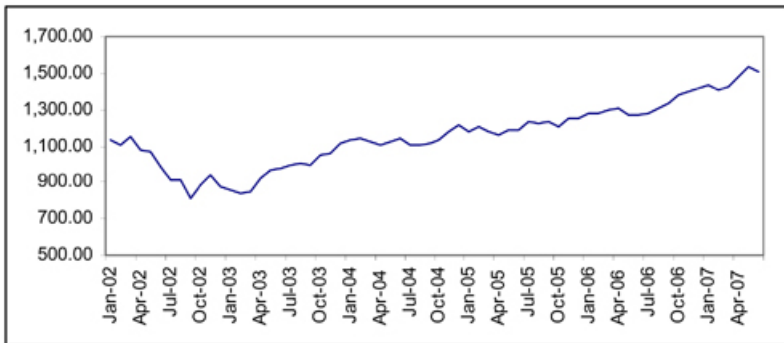
## The Basket Component Indices

### S&P 500 Index price-weighted

The S&P 500 Index price-weighted (the "S&P 500 Index") is published by Standard & Poor's, a division of The McGraw Hill Companies, Inc. ("Standard & Poor's" or "S&P"). The S&P 500 Index is intended to provide an indication of the pattern of common stock price movement in the United States. The calculation of the level of the S&P 500 Index, discussed below in further detail, is based on the relative value of the aggregate market value of the common stocks of 500 companies as of a particular time compared to the aggregate average market value of the common stocks of 500 similar companies during the base period of the years 1941 through 1943. As of June 29, 2007, 424 companies or 85.5% of the market capitalization of the S&P 500 Index traded on the New York Stock Exchange; 76 companies or 14.5% of the market capitalization of the S&P 500 Index traded on The Nasdaq Stock Market; and no companies traded on the American Stock Exchange. As of June 29, 2007, the aggregate market value of the 500 companies included in the S&P 500 Index represented approximately 73% of the aggregate market value of stocks included in the Standard & Poor's Stock Guide Database of domestic common stocks traded in the U.S., excluding American depository receipts, limited partnerships and mutual funds. Standard & Poor's chooses companies for inclusion in the S&P 500 Index with the aim of achieving a distribution by broad industry groupings that approximates the distribution of these groupings in the common stock population of the Standard & Poor's Stock Guide Database, which Standard & Poor's uses as an assumed model for the composition of the total market. Relevant criteria employed by Standard & Poor's include the viability of the particular company, the extent to which that company represents the industry group to which it is assigned, the extent to which the market price of that company's common stock is generally responsive to changes in the affairs of the respective industry and the market value and trading activity of the common stock of that company. Ten main groups of companies comprise the S&P 500 Index, with the approximate percentage of the market capitalization of the S&P 500 Index included in each group as of June 29, 2007 indicated in parentheses: Consumer Discretionary (10.2%); Consumer Staples (9.3%); Energy (10.8%); Financials (20.9%); Health Care (11.8%); Industrials (11.1%); Information Technology (15.5%); Materials (3.1%); Telecommunication Services (3.7%); and Utilities (3.5%). Standard & Poor's may from time to time, in its sole discretion, add companies to, or delete companies from, the S&P 500 Index to achieve the objectives stated above.

The S&P 500 Index does not reflect the payment of dividends on the stocks included in the S&P 500 Index. Because of this, the calculation of the Ending Value will not reflect the payment of dividends on these stocks that investors would receive if they were to purchase these stocks and hold them for a period equal to the term of the Notes. For more information on the S&P 500 Index, please see the section entitled "S&P 500 Index" in the index supplement I-1.

*The following graph sets forth the historical performance of the S&P 500 Index in the period from January 2002 through June 2007. This historical data on the S&P 500 Index is not necessarily indicative of the future performance of the S&P 500 Index or what the value of the Notes may be. Any historical upward or downward trend in the level of the S&P 500 Index during any period set forth below is not an indication that the S&P 500 Index is more or less likely to increase or decrease at any time over the term of the Notes. On the Pricing Date, the closing level of the S&P 500 Index was 1,553.08.*



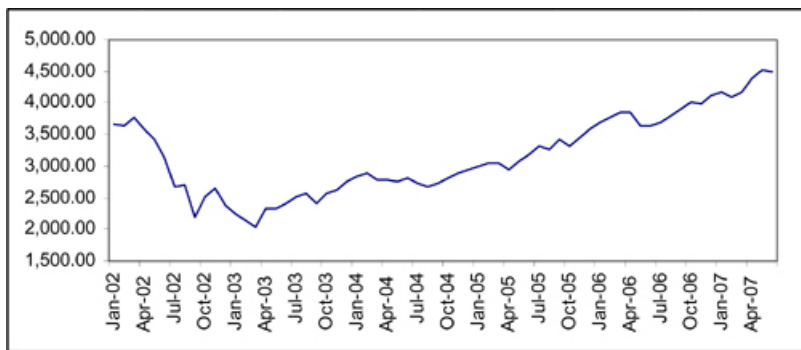
The information on the S&P 500 Index price-weighted provided in this document should be read together with the discussion under the heading "The S&P 500 Index" beginning on page IS-6 of the index supplement I-1.



**The Dow Jones EURO STOXX 50<sup>SM</sup> Index price-weighted**

The Dow Jones Euro STOXX 50 Index price-weighted (the "Dow Jones Euro STOXX Index") was created by STOXX Limited., a joint venture founded by SWX Group, Deutsche Börse AG and Dow Jones. Publication of the Dow Jones Euro STOXX Index began on February 28, 1998, based on an initial level of the Dow Jones Euro STOXX Index of 1,000 at December 31, 1991. The Dow Jones Euro STOXX Index was created to reflect the market-capitalization weighted performance of large companies from the major industry groupings in Austria, Belgium, Finland, France, Germany, Greece, Ireland, Italy, the Netherlands, Portugal and Spain. The companies included in the Dow Jones Euro STOXX Index account for approximately 60% of the free-float market capitalization of the Dow Jones EURO STOXX Total Market Index, which in turn accounts for approximately 95% of the free-float market capitalization of the countries with companies eligible for inclusion in the Index. For more information on the Index, please see the section entitled "Dow Jones EURO STOXX 50 Index" in the index supplement I-1.

*The following graph sets forth the historical performance of the Dow Jones EURO STOXX 50 Index in the period from January 2002 through June 2007. This historical data on the Dow Jones EURO STOXX 50 Index is not necessarily indicative of the future performance of the Dow Jones EURO STOXX 50 Index or what the value of the Notes may be. Any historical upward or downward trend in the level of the Dow Jones EURO STOXX 50 Index during any period set forth below is not an indication that the Dow Jones EURO STOXX 50 Index is more or less likely to increase or decrease at any time over the term of the Notes. On the Pricing Date, the closing level of the Dow Jones EURO STOXX 50 Index was 4,522.64.*

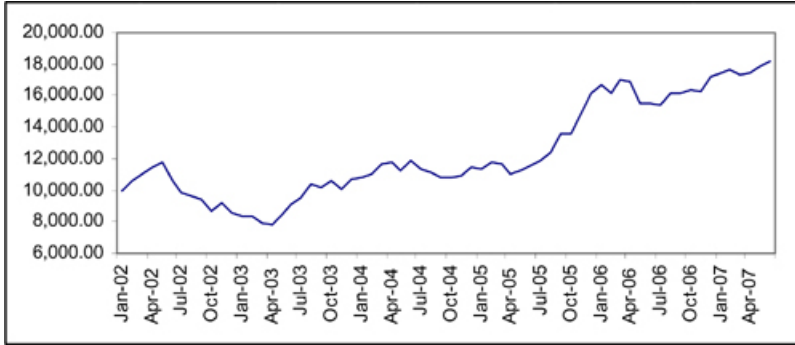


The information on the Dow Jones EURO STOXX 50 Index price-weighted provided in this document should be read together with the discussion under the heading "The Dow Jones EURO STOXX 50 Index" beginning on page IS-36 of the index supplement I-1.

**The Nikkei 225 Index price-weighted**

The Nikkei 225 Index price-weighted (the "Nikkei 225 Index") is a stock index calculated, published and disseminated by Nikkei that measures the composite price performance of selected Japanese stocks. The Nikkei 225 Index is currently comprised of 225 stocks that trade on the Tokyo Stock Exchange (the "TSE") and represents a broad cross-section of Japanese industry. All 225 of the stocks underlying the Nikkei 225 Index are stocks listed in the First Section of the TSE. Stocks listed in the First Section are among the most actively traded stocks on the TSE. Futures and options contracts on the Nikkei 225 Index are traded on the Singapore International Monetary Exchange, the Osaka Securities Exchange and the Chicago Mercantile Exchange. For more information on the Nikkei 225 Index, please see the section entitled "The Nikkei 225 Index" in the index supplement I-1.

*The following graph sets forth the historical performance of the Nikkei 225 Index in the period from January 2002 through June 2007. This historical data on the Nikkei 225 Index is not necessarily indicative of the future performance of the Nikkei 225 Index or what the value of the Notes may be. Any historical upward or downward trend in the level of the Nikkei 225 Index during any period set forth below is not an indication that the Nikkei 225 Index is more or less likely to increase or decrease at any time over the term of the Notes. On the Pricing Date, the closing level of the Nikkei 225 Index was 18,116.57.*



The information on the Nikkei 225 Index price-weighted provided in this document should be read together with the discussion under the heading "The Nikkei 225 Index" beginning on page IS-38 of the index supplement I-1.

## Certain U.S. Federal Income Taxation Considerations

Set forth below is a summary of certain U.S. federal income tax considerations relating to an investment in the Notes. The following summary is not complete and is qualified in its entirety by the discussion under the section entitled "United States Federal Income Taxation" in the accompanying product supplement BFN-2 and MTN prospectus supplement, which you should carefully review prior to investing in the Notes.

**General.** There are no statutory provisions, regulations, published rulings or judicial decisions addressing or involving the characterization and treatment, for United States federal income tax purposes, of the Notes or securities with terms substantially the same as the Notes. Accordingly, the proper United States federal income tax characterization and treatment of the Notes is uncertain. Pursuant to the terms of the Notes, ML&Co. and every holder of a Note agree (in the absence of an administrative determination, judicial ruling or other authoritative guidance to the contrary) to characterize and treat a Note for all tax purposes as a pre-paid cash-settled forward contract linked to the value of the Basket. Due to the absence of authorities that directly address instruments that are similar to the Notes, significant aspects of the United States federal income tax consequences of an investment in the Notes are not certain, and no assurance can be given that the Internal Revenue Service (the "IRS") or the courts will agree with the characterization and tax treatment described above. Accordingly, prospective purchasers are urged to consult their own tax advisors regarding the United States federal income tax consequences of an investment in the Notes (including alternative characterizations and tax treatments of the Notes) and with respect to any tax consequences arising under the laws of any state, local or foreign taxing jurisdiction.

**Payment on the Maturity Date.** Assuming that the Notes are properly characterized and treated as pre-paid cash-settled forward contracts linked to the value of the Basket, upon the receipt of cash on the maturity date of the Notes, a U.S. Holder (as defined in the accompanying product supplement BFN-2) will recognize gain or loss. The amount of such gain or loss will be the extent to which the amount of the cash received differs from the U.S. Holder's tax basis in the Note. A U.S. Holder's tax basis in a Note generally will equal the amount paid by the U.S. Holder to purchase the Note. It is uncertain whether any such gain or loss would be treated as ordinary income or loss or capital gain or loss. Absent a future clarification in current law (by an administrative determination, judicial ruling or otherwise), where required, ML&Co. intends to report any such gain or loss to the IRS in a manner consistent with the treatment of such gain or loss as capital gain or loss. If such gain or loss is treated as capital gain or loss, then any such gain or loss will be long-term capital gain or loss if the U.S. Holder has held the Note for more than one year as of the maturity date.

**Sale or Exchange of the Notes.** Assuming that the Notes are properly characterized and treated as pre-paid cash-settled forward contracts linked to the value of the Basket, upon a sale or exchange of a Note prior to the maturity date of the Notes, a U.S. Holder will generally recognize capital gain or loss in an amount equal to the difference between the amount realized on such sale or exchange and such U.S. Holder's tax basis in the Note so sold or exchanged. Any such capital gain or loss will be long-term capital gain or loss if the U.S. Holder has held the Note for more than one year as of the date of such sale or exchange.

**Circular 230 Legend.** The foregoing discussion of United States federal income tax matters contained in this term sheet (a) was not intended or written to be legal or tax advice to any person and was not intended or written to be used, and it cannot be used, by any person for the purpose of avoiding any tax-related penalties that may be imposed on such person, and (b) was written to support the promotion or marketing of the Notes by Merrill Lynch. Each person considering an investment in the Notes should seek advice based on its particular circumstances from an independent tax advisor.

Notwithstanding anything to the contrary contained herein, each prospective investor (and each employee, representative, or other agent of each prospective investor) may disclose to any and all persons, without limitation of any kind, the tax treatment and tax structure of the Notes and all materials of any kind that are provided to the prospective investor relating to such tax treatment and tax structure (as such terms are defined in Treasury Regulation Section 1.6011-4). This authorization of tax disclosure is retroactively effective to the commencement of discussions between Merrill Lynch or its representatives and each prospective investor regarding an investment in the Notes.

**Prospective purchasers of the Notes should consult their own tax advisors concerning the tax consequences, in light of their particular circumstances, under the laws of the United States and any other taxing jurisdiction, of the purchase, ownership and disposition of the Notes.**

## Experts

The consolidated financial statements, the related financial statement schedule, and management's report on the effectiveness of internal control over financial reporting incorporated in this term sheet by reference from Merrill Lynch & Co., Inc.'s Annual Report on Form 10-K for the year ended December 29, 2006 have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their reports, which are incorporated herein by reference (which reports (1) expressed an unqualified opinion on the consolidated financial statements and financial statement schedule and include an explanatory paragraph regarding the change in accounting method in 2006 for share-based payments to conform to Statement of Financial Accounting Standard No. 123 (revised 2004), *Share-Based Payment*, (2) expressed an unqualified opinion on management's assessment regarding the effectiveness of internal control over financial reporting, and (3) expressed an unqualified opinion on the effectiveness of internal control over financial reporting) and have been so incorporated in reliance upon the reports of such firm given upon their authority as experts in accounting and auditing.

With respect to the unaudited condensed consolidated interim financial information for the three-month periods ended March 30, 2007 and March 31, 2006 which is incorporated herein by reference, Deloitte & Touche LLP, an independent registered public accounting firm, have applied limited procedures in accordance with the standards of the Public Company Accounting Oversight Board (United States) for a review of such information. However, as stated in their report included in the Company's Quarterly Reports on Form 10-Q for the quarter ended March 30, 2007 (which report included an explanatory paragraph regarding the adoption of Statement of Financial Accounting Standards No. 157, "*Fair Value Measurement*", Statement of Financial Accounting Standards No. 159, "*The Fair Value Option for Financial Assets and Financial Liabilities—Including an amendment of FASB Statement No. 115*," and FASB Interpretation No. 48, "*Accounting for Uncertainty in Income Taxes, an Interpretation of FASB Statement No. 109*,") and incorporated by reference herein, they did not audit and they do not express an opinion on that interim financial information. Accordingly, the degree of reliance on their reports on such information should be restricted in light of the limited nature of the review procedures applied. Deloitte & Touche LLP are not subject to the liability provisions of Section 11 of the Securities Act of 1933 for their reports on the unaudited condensed consolidated interim financial information because those reports are not "reports" or a "part" of the registration statement prepared or certified by an accountant within the meaning of Sections 7 and 11 of the Act.

## Additional Note Terms

You should read this preliminary term sheet, together with the documents listed below (collectively, the "Note Prospectus"), which together contain the terms of the Notes and supersede all prior or contemporaneous oral statements as well as any other written materials. You should carefully consider, among other things, the matters set forth under "Risk Factors" in the sections indicated on the cover of this term sheet. The Notes involve risks not associated with conventional debt securities. We urge you to consult your investment, legal, tax, accounting and other advisers before you invest in the Notes.

You may access the following documents on the SEC Website at [www.sec.gov](http://www.sec.gov) as follows (or if such address has changed, by reviewing our filings for the relevant date on the SEC Website):

- Product supplement BFN-2 dated March 9, 2007:  
<http://www.sec.gov/Archives/edgar/data/65100/000119312507050958/d424b2.htm>
- Index supplement I-1 dated June 6, 2007:  
<http://www.sec.gov/Archives/edgar/data/65100/000119312507130785/d424b2.htm>
- MTN prospectus supplement, dated March 31, 2006:  
<http://www.sec.gov/Archives/edgar/data/65100/000119312506070946/d424b5.htm>
- General prospectus supplement dated March 31, 2006:  
<http://www.sec.gov/Archives/edgar/data/65100/000119312506070973/d424b5.htm>
- Prospectus dated March 31, 2006:  
<http://www.sec.gov/Archives/edgar/data/65100/000119312506070817/ds3asr.htm>

*Our Central Index Key, or CIK, on the SEC Website is 65100. References in this term sheet to "ML&Co.", "we", "us" and "our" are to Merrill Lynch & Co., Inc., and references to "MLPF&S" are to Merrill Lynch, Pierce, Fenner & Smith Incorporated.*

**ML&Co. has filed a registration statement (including a prospectus) with the Securities and Exchange Commission (the "SEC") for the offering to which this term preliminary sheet relates. Before you invest, you should read the prospectus in that registration statement, and the other documents relating to this offering that ML&Co. has filed with the SEC for more complete information about ML&Co. and this offering. You may get these documents without cost by visiting EDGAR on the SEC Website at [www.sec.gov](http://www.sec.gov). Alternatively, ML&Co., any agent or any dealer participating in this offering, will arrange to send you the Note Prospectus if you so request by calling toll-free 1-866-500-5408.**