

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

MERRILL LYNCH & CO., INC. (Exact name of registrant as specified in its charter)	DELAWARE (State or other jurisdiction of incorporation or organization)	13-2740599 (I.R.S. employer identification number)
MERRILL LYNCH CAPITAL TRUST I (Exact name of registrant as specified in its charter)	DELAWARE (State or other jurisdiction of incorporation or organization)	20-5981594 (I.R.S. employer identification number)
MERRILL LYNCH CAPITAL TRUST II (Exact name of registrant as specified in its charter)	DELAWARE (State or other jurisdiction of incorporation or organization)	20-8880175 (I.R.S. employer identification number)
MERRILL LYNCH CAPITAL TRUST III (Exact name of registrant as specified in its charter)	DELAWARE (State or other jurisdiction of incorporation or organization)	26-0688620 (I.R.S. employer identification number)
MERRILL LYNCH PREFERRED FUNDING III, L.P. (Exact name of registrant as specified in its charter)	DELAWARE (State or other jurisdiction of incorporation or organization)	13-3982448 (I.R.S. employer identification number)
MERRILL LYNCH PREFERRED CAPITAL TRUST III (Exact name of registrant as specified in its charter)	DELAWARE (State or other jurisdiction of incorporation or organization)	13-7139561 (I.R.S. employer identification number)
MERRILL LYNCH PREFERRED FUNDING IV, L.P. (Exact name of registrant as specified in its charter)	DELAWARE (State or other jurisdiction of incorporation or organization)	13-3982446 (I.R.S. employer identification number)
MERRILL LYNCH PREFERRED CAPITAL TRUST IV (Exact name of registrant as specified in its charter)	DELAWARE (State or other jurisdiction of incorporation or organization)	13-7139562 (I.R.S. employer identification number)
MERRILL LYNCH PREFERRED FUNDING V, L.P. (Exact name of registrant as specified in its charter)	DELAWARE (State or other jurisdiction of incorporation or organization)	13-3983474 (I.R.S. employer identification number)
MERRILL LYNCH PREFERRED CAPITAL TRUST V (Exact name of registrant as specified in its charter)	DELAWARE (State or other jurisdiction of incorporation or organization)	13-7140866 (I.R.S. employer identification number)

**Edward P. O'Keefe
General Counsel
Merrill Lynch & Co., Inc.
4 World Financial Center
New York, New York 10080
(212) 449-1000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**BOYD C. CAMPBELL, JR.
McGuireWoods LLP
201 North Tryon Street
Charlotte, North Carolina 28202**

**JAMES R. TANENBAUM
Morrison & Foerster LLP
1290 Avenue of the Americas
New York, New York 10104**

Approximate date of commencement of proposed sale to the public:

From time to time after this registration statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer <input checked="" type="checkbox"/>	Accelerated filer <input type="checkbox"/>	Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company <input type="checkbox"/>
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CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered/ Proposed maximum offering price per unit/ Proposed maximum aggregate offering price/ Amount of registration fee
Debt Securities of Merrill Lynch & Co., Inc.	(1)(2)
Trust Originated Preferred Securities of Merrill Lynch Preferred Capital Trust III, Merrill Lynch Preferred Capital Trust IV, and Merrill Lynch Preferred Capital Trust V (collectively, "Trust Originated Preferred Securities")	
Partnership Preferred Securities of Merrill Lynch Preferred Funding III, L.P., Merrill Lynch Preferred Funding IV, L.P., and Merrill Lynch Preferred Funding V, L.P. (collectively, "Partnership Preferred Securities")	
Trust Preferred Securities of Merrill Lynch Capital Trust I, Merrill Lynch Capital Trust II, and Merrill Lynch Capital Trust III (collectively, "Trust Preferred Securities")	
Guarantees of Merrill Lynch & Co., Inc. with respect to Trust Originated Preferred Securities	
Guarantees of Merrill Lynch & Co., Inc. with respect to Partnership Preferred Securities	
Guarantees of Merrill Lynch & Co., Inc. with respect to Trust Preferred Securities	
Guarantees of Merrill Lynch & Co., Inc. with respect to certain debentures of its wholly owned subsidiaries	
Subordinated Debentures of Merrill Lynch & Co., Inc. in connection with Trust Originated Preferred Securities	
Junior Subordinated Debt Securities of Merrill Lynch & Co., Inc. in connection with Trust Preferred Securities	

- (1) This Registration Statement relates to an indeterminate amount of the Registrants' debt securities, trust originated preferred securities, partnership preferred securities, trust preferred securities and guarantees that previously were registered and sold under the following Registration Statements and that may be offered and sold on an ongoing basis in market-making transactions by affiliates of Merrill Lynch & Co., Inc., including Merrill Lynch, Pierce, Fenner & Smith Incorporated and Banc of America Securities LLC: 333-132911; 333-122639; 333-109802; 333-105098; 333-97937; 333-83374; 333-59997; 333-52822; 333-44173; 333-42859; 333-38792; and 33-27512. All such market-making transactions with respect to these securities that are made pursuant to a registration statement after the effectiveness of this Registration Statement are being made solely pursuant to this Registration Statement.
- (2) Pursuant to Rule 457(q) under the Securities Act of 1933, no filing fee is required for the registration of an indeterminate amount of securities to be offered in market-making transactions by affiliates of the Registrants as described in Note (1) above.

Explanatory Note

This Post-Effective Amendment No. 1 to the Registration Statement (File No. 333-158302) is being filed by Merrill Lynch & Co., Inc. (“Merrill Lynch”) and the affiliated trusts and limited partnerships identified on the cover page of this Post-Effective Amendment No. 1 for the purpose of (1) adding Merrill Lynch Capital Trust I, Merrill Lynch Capital Trust II, Merrill Lynch Capital Trust III, Merrill Lynch Preferred Funding III, L.P., Merrill Lynch Preferred Capital Trust III, Merrill Lynch Preferred Funding IV, L.P., Merrill Lynch Preferred Capital Trust IV, Merrill Lynch Preferred Funding V, L.P., and Merrill Lynch Preferred Capital Trust V as issuers and co-registrants to the Registration Statement, (2) registering additional securities pursuant to Rule 413(b) of the Securities Act of 1933, as amended (the “Securities Act”) and filing a prospectus relating to such additional securities, and (3) filing additional exhibits to the Registration Statement. The prospectus included in this filing replaces in its entirety the prospectus included in the Registration Statement as originally filed.

The content of this Registration Statement is intended for use by affiliates of Merrill Lynch, including Merrill Lynch, Pierce, Fenner & Smith Incorporated and Banc of America Securities LLC, in connection with offers and sales related to secondary market transactions in senior or subordinated debt securities, trust originated preferred securities, partnership preferred securities, trust preferred securities, guarantees, junior subordinated debt securities or subordinated debentures previously registered by the registrants under the Securities Act. This market maker prospectus is in addition to, and not in substitution for, the original prospectuses relating to securities offered hereby, which are on file with the Securities and Exchange Commission.



Merrill Lynch & Co., Inc.

Debt Securities

Merrill Lynch Preferred Funding III, L.P.

Merrill Lynch Preferred Funding IV, L.P.

Merrill Lynch Preferred Funding V, L.P.

Merrill Lynch Preferred Capital Trust III

Merrill Lynch Preferred Capital Trust IV

Merrill Lynch Preferred Capital Trust V

Merrill Lynch Capital Trust I

Merrill Lynch Capital Trust II

Merrill Lynch Capital Trust III

**Trust Originated Preferred Securities, Partnership Preferred Securities and Trust
Preferred Securities**

guaranteed to the extent set forth herein by

MERRILL LYNCH & CO., INC.

Affiliates of Merrill Lynch & Co., Inc., including Merrill Lynch, Pierce, Fenner & Smith Incorporated and Banc of America Securities LLC, may use this prospectus in connection with offers and sales in the secondary market of outstanding senior or subordinated debt securities, trust originated preferred securities, partnership preferred securities, trust preferred securities, guarantees, junior subordinated debt securities, or subordinated debentures referenced herein. These affiliates may act as principal or agent in those transactions. Secondary market sales made by them will be made at prices related to prevailing market prices at the time of sale.

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

These securities are unsecured and are not savings accounts, deposits, or other obligations of a bank. These securities are not guaranteed by Bank of America, N.A. or any other bank, and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency.

In making your investment decision, you should rely only on the information contained or incorporated by reference in this prospectus or any supplement to this prospectus. We have not authorized anyone to provide you with any other information.

We are offering to sell these securities only in jurisdictions where sales are permitted.

The date of this prospectus is April 8, 2009.

MERRILL LYNCH & CO., INC.

Merrill Lynch & Co., Inc. is a Delaware corporation that, through its subsidiaries, is one of the world's leading capital markets, advisory and wealth management companies with offices in 40 countries and territories. In our Global Wealth Management ("GWM") business, we had total client assets in GWM accounts of approximately \$1.2 trillion at December 26, 2008. As an investment bank, we are a leading global trader and underwriter of securities and derivatives across a broad range of asset classes, and we serve as a strategic advisor to corporations, governments, institutions and individuals worldwide. In addition, as of December 26, 2008, we owned approximately half of the economic interest of BlackRock, Inc. ("BlackRock"), one of the world's largest publicly traded investment management companies with approximately \$1.3 trillion in assets under management at the end of 2008.

On September 15, 2008, we entered into an Agreement and Plan of Merger, as amended by Amendment No. 1 dated as of October 21, 2008, with Bank of America Corporation ("Bank of America"). Pursuant to the Merger Agreement, on January 1, 2009, a wholly-owned subsidiary of Bank of America merged with and into Merrill Lynch & Co., Inc., with Merrill Lynch & Co., Inc. continuing as the surviving corporation and a subsidiary of Bank of America.

Certain aspects of our business, and the business of our competitors and the financial services industry in general, are subject to stringent regulation by U.S. federal and state regulatory agencies and securities exchanges and by various non-U.S. government agencies or regulatory bodies, securities exchanges, self-regulatory organizations, and central banks, each of which has been charged with the protection of the financial markets and the interests of those participating in those markets. For a discussion of certain elements of the U.S. regulatory framework applicable to us and our subsidiaries, please refer to the section "United States Regulatory Oversight and Supervision" under the caption "Item 1. Business" in our annual report on Form 10-K for the fiscal year ended December 26, 2008, and any subsequent reports that we file with the Securities and Exchange Commission, or SEC.

Our principal executive office is located at 4 World Financial Center, New York, New York 10080; our telephone number is (212) 449-1000.

THE TRUSTS

Each of the trusts listed on the cover page of this prospectus, which we refer to as the "Trusts," is a statutory trust organized under Delaware law. Additional information with respect to the Trusts may be found in the prospectuses and supplements thereto with respect to the trust originated preferred securities and the trust preferred securities issued by the Trusts referred to below and incorporated herein by reference.

THE LIMITED PARTNERSHIPS

Each of the limited partnerships listed on the cover page of this prospectus, which we refer to herein as the "Partnerships," is a limited partnership formed under the Delaware Revised Uniform Limited Partnership Act. Additional information with respect to the Partnerships may be found in the prospectuses and supplements thereto with respect to the partnership preferred securities issued by the Partnerships referred to below and incorporated herein by reference.

DESCRIPTION OF THE SECURITIES

The outstanding securities being offered by use of this prospectus consist of senior or subordinated debt securities, trust originated preferred securities, partnership preferred securities, trust preferred securities, guarantees, junior subordinated debt securities and subordinated debentures previously issued and registered under the following registration statements: 333-132911; 333-122639; 333-109802; 333-105098; 333-97937; 333-83374; 333-59997; 333-52822; 333-42859; 333-44173; 333-38792; and 33-27512. The descriptions of the securities being offered hereby are contained in the prospectuses and supplements thereto pursuant to which such securities initially were offered that are contained in the registration statements referred

to above. The disclosure information in the prospectuses and all supplements thereto constituting part of the registration statements referred to above is incorporated by reference into this prospectus, except that information contained in such prospectuses and supplements thereto that (1) constitutes a description of Merrill Lynch & Co., Inc. or (2) incorporates by reference any information contained in our current or periodic reports filed with the SEC are superseded by the information in this prospectus.

MARKET-MAKING ACTIVITIES

This prospectus may be used by affiliates of Merrill Lynch & Co., Inc., including Merrill Lynch, Pierce, Fenner & Smith Incorporated and Banc of America Securities LLC, in connection with offers and sales in the secondary market of the securities referenced on the cover page of this prospectus. Any of our affiliates, including Merrill Lynch, Pierce, Fenner & Smith Incorporated or Banc of America Securities LLC, may act as a principal or agent in these transactions. Any affiliate that is a member of the Financial Industry Regulatory Authority, Inc. will conduct these offers and sales in compliance with the requirements of Rule 2720 of the NASD Conduct Rules regarding the offer and sale of securities of an affiliate. The transactions in the secondary market by our affiliates, including Merrill Lynch, Pierce, Fenner & Smith Incorporated and Banc of America Securities LLC, may occur in the open market or may be privately negotiated at prevailing market prices at the time of sale. Our affiliates do not have any obligation to make a market in the securities and may discontinue their market-making activities at any time without notice, in their sole discretion.

Merrill Lynch & Co., Inc. will not receive any proceeds from the sale of securities offered by this prospectus.

WHERE YOU CAN FIND MORE INFORMATION

Merrill Lynch & Co., Inc. and each of Merrill Lynch Preferred Capital Trust III ("ML Preferred Trust III"), Merrill Lynch Preferred Capital Trust IV ("ML Preferred Trust IV"), Merrill Lynch Preferred Capital Trust V ("ML Preferred Trust V," and together with ML Preferred Trust III and ML Preferred Trust IV, the "ML Preferred Trusts"), Merrill Lynch Preferred Funding III, L.P. ("ML Preferred Funding III"), Merrill Lynch Preferred Funding IV, L.P. ("ML Preferred Funding IV") and ML Preferred Funding V, L.P. ("ML Preferred Funding V," and together with ML Preferred Funding III and ML Preferred Funding IV, the "Partnerships") file reports, proxy statements and other information with the SEC. You may read and copy any document Merrill Lynch & Co., Inc., the ML Preferred Trusts or the Partnerships file at the SEC's public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. In addition, the SEC maintains a website that contains reports, proxy statements and other information that we electronically file. The address of the SEC's website is <http://www.sec.gov>.

INCORPORATION OF INFORMATION WE FILE WITH THE SEC

The SEC allows us to incorporate by reference the information Merrill Lynch & Co., Inc., the ML Preferred Trusts and the Partnerships file with it, which means:

- incorporated documents are considered part of this prospectus;
- we can disclose important information to you by referring you to those documents; and
- information that we file with the SEC will automatically update and supersede this incorporated information.

We incorporate by reference the documents listed below which were filed with the SEC under the Securities Exchange Act of 1934 (the "Exchange Act") (other than information in the documents that is deemed not to be filed):

- Merrill Lynch & Co., Inc.'s annual report on Form 10-K for the year ended December 26, 2008;
- Merrill Lynch & Co., Inc.'s current reports on Form 8-K filed with the SEC on December 29, 2008; December 31, 2008; January 2, 2009; January 5, 2009; January 16, 2009; and January 20, 2009; and

- each ML Preferred Trust’s annual report on Form 10-K for the year ended December 26, 2008; and
- each Partnership’s annual report on Form 10-K for the year ended December 26, 2008.

We also incorporate by reference each of the following documents that Merrill Lynch & Co., Inc., or any of the ML Preferred Trusts or the Partnerships will file with the SEC after the date of this prospectus until this offering is completed (other than information in the documents that is deemed not to be filed):

- reports filed under Section 13(a) and (c) of the Exchange Act;
- definitive proxy or information statements, if any, filed under Section 14 of the Exchange Act in connection with any subsequent stockholders’ meeting; and
- any reports filed under Section 15(d) of the Exchange Act.

You should assume that the information appearing in this prospectus is accurate as of the date of this prospectus only. Our business, financial condition and results of operations may have changed since that date.

You may request a copy of any filings referred to above (excluding exhibits not specifically incorporated by reference into the filing), at no cost, by contacting us in writing or by telephone at the following address: Mason Reeves, Assistant Secretary, Merrill Lynch & Co., Inc., 222 Broadway, 17th Floor, New York, New York 10038; telephone number (212) 449-1000.

You should rely only on the information contained or incorporated by reference or deemed to be incorporated by reference in this prospectus or any prospectus supplement. We have not authorized anyone else to provide you with different or additional information. We are not making an offer of securities in any state or jurisdiction where the offer is not permitted. You should not assume that the information in this prospectus and any prospectus supplement or any document incorporated by reference is accurate as of any date other than the dates indicated in those documents.

EXPERTS

The consolidated financial statements and the related financial statement schedule of Merrill Lynch & Co., Inc. and subsidiaries (“Merrill Lynch”), incorporated in this Prospectus by reference from Merrill Lynch’s Annual Report on Form 10-K for the year ended December 26, 2008, and the effectiveness of Merrill Lynch’s internal control over financial reporting 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) express an unqualified opinion on those financial statements, and include explanatory paragraphs regarding the changes in accounting methods in 2007 relating to the adoption of Statement of Financial Accounting Standards No. 157, “*Fair Value Measurements*,” 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 Merrill Lynch becoming a wholly-owned subsidiary of Bank of America Corporation on January 1, 2009, and (2) express an adverse opinion on the effectiveness of Merrill Lynch’s internal control over financial reporting because of material weaknesses). Such consolidated financial statements and the related financial statement schedule have been so incorporated in reliance upon the reports of such firm given upon their authority as experts in accounting and auditing.

The financial statements of ML Preferred Trust III, incorporated in this Prospectus by reference from ML Preferred Trust III’s annual report on Form 10-K for the year ended December 26, 2008, have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report, incorporated herein by reference (which report expresses an unqualified opinion on those financial statements, and includes an explanatory paragraph regarding Merrill Lynch & Co., Inc. becoming a wholly-owned subsidiary of Bank of America Corporation on January 1, 2009). Such financial statements have been so incorporated in reliance upon the report of such firm given upon their authority as experts in accounting and auditing.

The financial statements of ML Preferred Funding III, incorporated in this Prospectus by reference from ML Preferred Funding III's annual report on Form 10-K for the year ended December 26, 2008, have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report, which is incorporated herein by reference (which report expresses an unqualified opinion on those financial statements, and includes an explanatory paragraph regarding Merrill Lynch & Co., Inc. becoming a wholly-owned subsidiary of Bank of America Corporation on January 1, 2009). Such financial statements have been so incorporated in reliance upon the report of such firm given upon their authority as experts in accounting and auditing.

The financial statements of ML Preferred Trust IV, incorporated in this Prospectus by reference from ML Preferred Trust IV's annual report on Form 10-K for the year ended December 26, 2008, have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report, which is incorporated herein by reference (which report expresses an unqualified opinion on those financial statements, and includes an explanatory paragraph regarding Merrill Lynch & Co., Inc. becoming a wholly-owned subsidiary of Bank of America Corporation on January 1, 2009). Such financial statements have been so incorporated in reliance upon the report of such firm given upon their authority as experts in accounting and auditing.

The financial statements of ML Preferred Funding IV, incorporated in this Prospectus by reference from ML Preferred Funding IV's annual report on Form 10-K for the year ended December 26, 2008, have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report, which is incorporated herein by reference (which report expresses an unqualified opinion on those financial statements, and includes an explanatory paragraph regarding Merrill Lynch & Co., Inc. becoming a wholly-owned subsidiary of Bank of America Corporation on January 1, 2009). Such financial statements have been so incorporated in reliance upon the report of such firm given upon their authority as experts in accounting and auditing.

The financial statements of ML Preferred Trust V, incorporated in this Prospectus by reference from ML Preferred Trust V's annual report on Form 10-K for the year ended December 26, 2008, have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report, which is incorporated herein by reference (which report expresses an unqualified opinion on those financial statements, and includes an explanatory paragraph regarding Merrill Lynch & Co., Inc. becoming a wholly-owned subsidiary of Bank of America Corporation on January 1, 2009). Such financial statements have been so incorporated in reliance upon the report of such firm given upon their authority as experts in accounting and auditing.

The financial statements of ML Preferred Funding V, incorporated in this Prospectus by reference from ML Preferred Funding V's annual report on Form 10-K for the year ended December 26, 2008, have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report, which is incorporated herein by reference (which report expresses an unqualified opinion on those financial statements, and includes an explanatory paragraph regarding Merrill Lynch & Co., Inc. becoming a wholly-owned subsidiary of Bank of America Corporation on January 1, 2009). Such financial statements have been so incorporated in reliance upon the report of such firm given upon their authority as experts in accounting and auditing.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 14. Other Expenses of Issuance and Distribution

The estimated expenses, other than any underwriting or broker-dealer fees, discounts and commissions, in connection with any secondary market sales of the securities are as follows:

Attorneys' fees and expenses	\$ 10,000
Accountants' fees and expenses	12,000
Printing expenses	10,000
Miscellaneous	5,500
Total	\$ 37,500

Item 15. Indemnification of Directors and Officers

Section 145(a) of the General Corporation Law of the State of Delaware, as amended ("Delaware Corporation Law"), provides, in general, that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation), by reason of the fact that such person is or was a director, officer, employee or agent of the corporation or is or was serving at its request in such capacity in another enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, has no reasonable cause to believe such person's conduct was unlawful.

Section 145(b) of the Delaware Corporation Law provides, in general, that a corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor because the person is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation in such capacity in any other enterprise, against any expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

Section 145(g) of the Delaware Corporation Law provides, in general, that a corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of any other enterprise, against any liability asserted against the person in any such capacity, or arising out of the person's status as such, regardless of whether the corporation would have the power to indemnify the person against such liability under the provisions of the law.

Article XIII, Section 2 of the Restated Certificate of Incorporation of Merrill Lynch & Co., Inc. ("Merrill Lynch") provides in effect that, subject to certain limited exceptions, Merrill Lynch shall indemnify its directors and officers to the extent authorized or permitted by the General Corporation Law of the State of Delaware. Article XIII, Section 2 of the Restated Certificate of Incorporation also provides that the directors and officers of Merrill Lynch have the right to be paid by Merrill Lynch expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition.

The directors and officers of Merrill Lynch are insured under policies of insurance maintained by Merrill Lynch, subject to the limits of the policies, against certain losses arising from any claim made against them by reason of being or having been such directors or officers. Merrill Lynch has established trusts to fund its obligations, up to the amount of trust assets, that may arise to directors, officers and employees under the provisions of the General Corporation Law of the State of Delaware and Merrill Lynch's Restated Certificate of Incorporation.

The respective trust agreements of Merrill Lynch Capital Trust I, Merrill Lynch Capital Trust II and Merrill Lynch Capital Trust III (collectively, the "ML Capital Trusts") provide that, to the fullest extent permitted by law, Merrill Lynch shall indemnify each administrative trustee of the trust, any affiliate of any such administrative trustee, any officer, director, shareholder, member, partner, employee, representative or agent of any administrative trustee or any affiliate thereof, or any officer, employee or agent of the trust or its affiliates (each for purposes of this paragraph, a "Company Indemnified Person"), from and against any loss, damage, liability, tax, penalty, expense, judgment, fine and amounts paid in settlement incurred by such Company Indemnified Person in connection with any threatened, pending or completed action, suit, proceeding or claim of any kind or nature (including any civil, criminal, administrative or investigative action, suit, proceeding and claim) relating to or arising from the creation, operation or termination of the trust or any act or omission performed or omitted to be performed by such Company Indemnified Person in connection therewith, including acts and omissions constituting negligence, if he or she acted in a manner he or she believed in good faith to be in or not opposed to the best interests of the trust, except that no Company Indemnified Person shall be entitled to be indemnified in respect of any loss incurred by such person to the extent such loss resulted from the gross negligence or willful misconduct of such person. The trust agreements also provide that expenses (including attorneys' fees) incurred by a Company Indemnified Person in defending such a civil, criminal, administrative or investigative action, suit or proceeding shall be paid by Merrill Lynch in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such Company Indemnified Person to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by Merrill Lynch & Co., Inc. as authorized in the trust agreement. The trust agreements also provide that Merrill Lynch or the respective trust may purchase and maintain insurance on behalf of any Company Indemnified Person against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not Merrill Lynch would have the power to indemnify him against such liability under the trust agreement.

The respective declarations of trust of the ML Preferred Trusts provide that, to the fullest extent permitted by applicable law, Merrill Lynch shall indemnify and hold harmless each regular trustee of the trust, any affiliate of any regular trustee, any officer, director, shareholder, member, partner, employee, representative or agent of any regular trustee or any officer, director, shareholder, member, partner, employee, representative or agent of the trust or its affiliates (each for purposes of this paragraph a "Company Indemnified Person"), who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the trust) by reason of the fact that he is or was a Company Indemnified Person against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the trust, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The declarations of trust also provide that Merrill Lynch shall indemnify, to the fullest extent permitted by law, any Company Indemnified Person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the trust to procure a judgment in its favor by reason of the fact that he is or was a Company Indemnified Person against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the trust and except that no such indemnification shall be made in respect of any claim, issue or matter as to which such Company Indemnified Person shall have been adjudged to be liable to the trust unless the applicable court determines that such person is fairly and reasonable entitled to indemnity for such expenses.

The declarations of trust further provide that expenses (including attorneys' fees) incurred by a Company Indemnified Person in defending a such a civil, criminal, administrative or investigative action, suit or proceeding shall be paid by Merrill Lynch in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such Company Indemnified Person to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by Merrill Lynch as authorized in the declaration of trust. Under the respective declarations of trust, Merrill Lynch or the trust may purchase and maintain insurance on behalf of any Company Indemnified Person against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such whether or not Merrill Lynch would have the power to indemnify him against such liability under the declaration of trust.

The respective limited partnership agreements of the Partnerships provide that, to the fullest extent permitted by applicable law, the Partnership shall indemnify and hold harmless each of the general partner, any special representative, any affiliate of the general partner or any special representative, any officer, director, shareholder, member, partner, employee, representative or agent of the general partner or any special representative, or any of their respective affiliates, or any employee or agent of the Partnership or its affiliates (each a "Partnership Indemnified Person"), from and against any loss, damage or claim incurred by such Partnership Indemnified Person by reason of any act or omission performed or omitted by such Partnership Indemnified Person in good faith on behalf of the Partnership and in a manner such Partnership Indemnified Person reasonably believed to be within the scope of authority conferred on such Partnership Indemnified Person by the limited partnership agreement, except that no Partnership Indemnified Person shall be entitled to be indemnified in respect of any loss, damage or claim incurred by such Partnership Indemnified Person by reason of gross negligence or willful misconduct with respect to such acts or omissions. Each limited partnership agreement also provides that, to the fullest extent permitted by applicable law, expenses (including legal fees) incurred by a Partnership Indemnified Person in defending any claim, demand, action, suit or proceeding shall, from time to time, be advanced by the Partnership prior to the final disposition of such claim, demand, action, suit or proceeding upon receipt by the Partnership of an undertaking by or on behalf of the Partnership Indemnified Person to repay such amount if it shall be determined that the Partnership Indemnified Person is not entitled to be indemnified as authorized in the limited partnership agreement.

The administrative trustees of the ML Capital Trusts and the regular trustees of the ML Preferred Trusts are covered by insurance policies indemnifying them against certain liabilities, including certain liabilities arising under the Securities Act, which might be incurred by them in such capacity and against which they cannot be indemnified by Merrill Lynch or the applicable trust.

Item 16. Exhibits

- 2 Agreement and Plan of Merger, dated as of September 15, 2008, by and between Merrill Lynch & Co., Inc. (“Merrill Lynch”) and Bank of America Corporation, as amended by Amendment No. 1 dated as of October 21, 2008, incorporated by reference to Appendix A of Merrill Lynch’s Definitive Proxy Statement dated October 31, 2008 filed on Schedule 14A (File No. 1-7182) on November 3, 2008.
- 4(a)(i) Senior Indenture, dated as of April 1, 1983, as amended and restated as of April 1, 1987, between Merrill Lynch and The Bank of New York Mellon, as Trustee (the “1983 Senior Indenture”), and the Supplemental Indenture thereto dated as of March 15, 1990, incorporated by reference to Exhibit 4(i) to Merrill Lynch’s Annual Report on Form 10-K (File No. 1-7182) for the fiscal year ended December 31, 1999 (the “1999 10-K”).
- 4(a)(ii) Sixth Supplemental Indenture to the 1983 Senior Indenture, dated as of October 25, 1993, between Merrill Lynch and The Bank of New York Mellon, incorporated by reference to Exhibit 4(ii) to the 1999 10-K.
- 4(a)(iii) Twelfth Supplemental Indenture to the 1983 Senior Indenture, dated as of September 1, 1998, between Merrill Lynch and The Bank of New York Mellon, incorporated by reference to Exhibit 4(a) to Merrill Lynch’s Current Report on Form 8-K (File No. 1-7182) dated October 21, 1998.
- 4(a)(iv) Fifteenth Supplemental Indenture to the 1983 Senior Indenture, dated as of October 14, 2003, between Merrill Lynch and The Bank of New York Mellon, incorporated by reference to Exhibit 4(b)(ix) to Merrill Lynch’s Registration Statement on Form S-3 (No. 333-109802).
- 4(a)(v) Eighteenth Supplemental Indenture to the 1983 Senior Indenture, dated as of October 21, 2004, between Merrill Lynch and The Bank of New York Mellon, incorporated by reference to Exhibit 4(b)(xiv) to Merrill Lynch’s Registration Statement on Form S-3 (No. 333-122639).
- 4(a)(vi) Form of Merrill Lynch Core Notes, Series B (identical to the forms of Merrill Lynch Core Notes included as Exhibits 4(b)(iii) and 4(b)(iv), except that the Merrill Lynch Core Notes, Series B, shall be governed by the 1983 Senior Indenture).
- 4(a)(vii) Forms of Merrill Lynch Medium-Term Notes, Series C (identical to the forms of Merrill Lynch Medium-Term Notes included as Exhibits 4(b)(v), 4(b)(vi), 4(b)(vii), 4(b)(viii) and 4(b)(ix), except that the Merrill Lynch Medium-Term Notes, Series C, shall be governed by the 1983 Senior Indenture).
- 4(a)(viii) Form of Medium-Term Notes, Series C, Accelerated Return Notes (Index-Linked), incorporated by reference to Exhibit 4(hh) to Merrill Lynch’s Registration Statement on Form S-3 (333-132911).
- 4(a)(ix) Form of Medium-Term Notes, Series C, Leveraged Index Return Notes (Index-Linked), incorporated by reference to Exhibit 4(ii) to Merrill Lynch’s Registration Statement on Form S-3 (333-132911).
- 4(a)(x) Form of Medium-Term Notes, Series C, Market Index Target-Term Securities, incorporated by reference to Exhibit 4(jj) to Merrill Lynch’s Registration Statement on Form S-3 (333-132911).

¹ As used in this section of this Registration Statement, “The Bank of New York Mellon” means The Bank of New York Mellon, a New York banking corporation and successor to the corporate trust business of The Bank of New York, JPMorgan Chase Bank, N.A., the entity formerly known as JPMorgan Chase Bank, The Chase Manhattan Bank and Chemical Bank (successor by merger to Manufacturers Hanover Trust Company).

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- 4(a)(xi) Form of Medium-Term Notes, Series C, Profit Lock-In SUMmation Securities, incorporated by reference to Exhibit 4(kk) to Merrill Lynch’s Registration Statement on Form S-3 (333-132911).
- 4(a)(xii) Form of Medium-Term Notes, Series C, Currency Basket Notes, incorporated by reference to Exhibit 4(ll) to Merrill Lynch’s Registration Statement on Form S-3 (333-132911).
- 4(a)(xiii) Form of Medium-Term Notes, Series C, Principal Protected Notes, incorporated by reference to Exhibit 4(mm) to Merrill Lynch’s Registration Statement on Form S-3 (333-132911).
- 4(a)(xiv) Form of Medium-Term Notes, Series C, Strategic Return Notes (Index-Linked), incorporated by reference to Exhibit 4(nn) to Merrill Lynch’s Registration Statement on Form S-3 (333-132911).
- 4(a)(xv) Form of Medium-Term Notes, Series C, Long Short Notes, incorporated by reference to Exhibit 4(oo) to Merrill Lynch’s Registration Statement on Form S-3 (333-132911).
- 4(a)(xvi) Form of Medium-Term Notes, Series C, Zero Coupon Convertible Securities, incorporated by reference to Exhibit 4(pp) to Merrill Lynch’s Registration Statement on Form S-3 (333-132911).
- 4(a)(xvii) Form of Medium-Term Notes, Series C, Notes Linked to the Performance of the Consumer Price Index, incorporated by reference to Exhibit 4(qq) to Merrill Lynch’s Registration Statement on Form S-3 (333-132911).
- 4(a)(xviii) Form of Medium-Term Notes, Series C, Currency Notes, incorporated by reference to Exhibit 4(rr) to Merrill Lynch’s Registration Statement on Form S-3 (333-132911).
- 4(a)(xix) Forms of various other structured Medium-Term Notes, Series C, incorporated by reference to Exhibit (4) to each of Merrill Lynch’s Current Reports on Form 8-K (File No. 1-7182) dated October 6, 2005, December 13, 2006, December 20, 2006, February 27, 2007, March 28, 2008, May 5, 2008, May 12, 2008, June 18, 2008, July 11, 2008, July 25, 2008, July 31, 2008, August 8, 2008, September 9, 2008, October 3, 2008, October 7, 2008, November 10, 2008 and December 5, 2008.
- 4(a)(xx) Forms of PROtected Covered Call EnhancED Income NoteS, incorporated by reference to Exhibit (4) to each of Merrill Lynch’s Current Reports on Form 8-K (File No. 1-7182) dated August 4, 2004, August 31, 2004, September 29, 2004, November 30, 2004, February 4, 2005, March 8, 2005, May 5, 2005, May 10, 2005, July 6, 2005, October 4, 2005, December 7, 2005, January 4, 2006, October 4, 2006, December 22, 2006, April 4, 2007, July 5, 2007 and December 6, 2007.
- 4(b)(i) Senior Indenture, dated as of October 1, 1993, between Merrill Lynch and The Bank of New York Mellon (the “1993 Senior Indenture”), incorporated by reference to Exhibit 4(iv) to Merrill Lynch’s Annual Report on Form 10-K (File No. 1-7182) for the fiscal year ended December 25, 1998 (the “1998 10-K”).
- 4(b)(ii) First Supplemental Indenture to the 1993 Senior Indenture, dated as of June 1, 1998, between Merrill Lynch and The Bank of New York Mellon, incorporated by reference to Exhibit 4(a) to Merrill Lynch’s Current Report on Form 8-K dated July 2, 1998.
- 4(b)(iii) Form of Merrill Lynch Core Notes (Fixed Rate), incorporated by reference to Exhibit 4(nn) to Merrill Lynch’s Registration Statement on Form S-3 (No. 333-109802).
- 4(b)(iv) Form of Merrill Lynch Core Notes (Floating Rate), incorporated by reference to Exhibit 4(oo) to Merrill Lynch’s Registration Statement on Form S-3 (No. 333-109802).

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- 4(b)(v) Form of Fixed Rate Medium-Term Note, Series B, incorporated by reference to Exhibit 4(dd) to Merrill Lynch's Registration Statement on Form S-3 (No. 333-38792).
- 4(b)(vi) Form of Redeemable Fixed Rate Medium-Term Note, Series B, incorporated by reference to Exhibit 4(e) to Merrill Lynch's Registration Statement on Form S-3 (No. 333-83374).
- 4(b)(vii) Form of Floating Rate Medium-Term Note, Series B, incorporated by reference to Exhibit 4(ff) to Merrill Lynch's Registration Statement on Form S-3 (No. 333-38792).
- 4(b)(viii) Form of Modified Federal Funds Rate Medium-Term Note, Series B, incorporated by reference to Exhibit 4(g) to Merrill Lynch's Registration Statement on Form S-3 (No. 333-83374).
- 4(b)(ix) Form of Weekly Average Federal Funds Rate Medium-Term Note, Series B, incorporated by reference to Exhibit 4(h) to Merrill Lynch's Registration Statement on Form S-3 (No. 333-83374).
- 4(c)(i) Form of Subordinated Indenture, dated as of December 17, 1996, between Merrill Lynch and The Bank of New York Mellon, as Trustee (the "1996 Subordinated Indenture"), incorporated by reference to Exhibit 4.7 to Amendment No. 2 to Merrill Lynch's Registration Statement on Form S-3 (No. 333-16603).
- 4(c)(ii) Supplemental Indenture to the 1996 Subordinated Indenture, dated as of May 16, 2006, between Merrill Lynch and The Bank of New York Mellon, as trustee, incorporated by reference to Exhibit 4(a) to Merrill Lynch's Current Report on Form 8-K (File No. 1-7182) dated May 16, 2006.
- 4(c)(iii) Form of Subordinated Debenture, incorporated by reference to Exhibit 4.11 to Amendment No. 1 to Merrill Lynch's Registration Statement on Form S-3 (No. 333-42859).
- 4(c)(iv) Form of Fixed Rate Subordinated Note, incorporated by reference to Exhibit 4(b) to Merrill Lynch's Current Report on Form 8-K (File No. 1-7182) dated May 16, 2006.
- 4(c)(v) Form of Fixed to Floating Rate Subordinated Note, incorporated by reference to Exhibit (4) to Merrill Lynch's Current Report on Form 8-K (File No. 1-7182) dated May 30, 2007.
- 4(c)(vi) Form of Floating Rate Subordinated Note, incorporated by reference to Exhibit (4) to Merrill Lynch's Current Report on Form 8-K (File No. 1-7182) dated September 12, 2006.
- 4(d)(i) Junior Subordinated Indenture, dated as of December 14, 2006, between Merrill Lynch and The Bank of New York Mellon, as trustee (the "2006 Junior Subordinated Indenture"), incorporated by reference to Exhibit 4(a) to Merrill Lynch's Current Report on Form 8-K (File No. 1-7182) dated December 14, 2006.
- 4(d)(ii) First Supplemental Indenture to the 2006 Junior Subordinated Indenture, dated as of December 14, 2006, between Merrill Lynch and The Bank of New York Mellon, incorporated by reference to Exhibit 4(b) to Merrill Lynch's Current Report on Form 8-K (File No. 1-7182) dated December 14, 2006.
- 4(d)(iii) Second Supplemental Indenture to the 2006 Junior Subordinated Indenture, dated as of May 2, 2007, between Merrill Lynch and The Bank of New York Mellon, incorporated by reference to Exhibit 4(b) to Merrill Lynch's Current Report on Form 8-K (File No. 1-7182) dated May 2, 2007.
- 4(d)(iv) Third Supplemental Indenture to the 2006 Junior Subordinated Indenture, dated as of August 22, 2007, between Merrill Lynch and The Bank of New York Mellon, incorporated by reference to Exhibit 4(b) to Merrill Lynch's Current Report on Form 8-K (File No. 1-7182) dated August 22, 2007.

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- 4(e) Form of Certificate of Trust of Merrill Lynch Preferred Capital Trust III, Merrill Lynch Preferred Capital Trust IV, and Merrill Lynch Preferred Capital Trust V, incorporated by reference to Exhibit 4.1 to Merrill Lynch's Registration Statement on Form S-3 (No. 333-42859).
- 4(f) Form of Amended and Restated Declaration of Trust of Merrill Lynch Preferred Capital Trust III, Merrill Lynch Preferred Capital Trust IV and Merrill Lynch Preferred Capital Trust V, including form of Trust Preferred Security, incorporated by reference to Exhibit 4.2 to Amendment No. 1 to Merrill Lynch's Registration Statement on Form S-3 (No. 333-42859).
- 4(g) Form of Certificate of Limited Partnership of Merrill Lynch Preferred Funding III, L.P., Merrill Lynch Preferred Funding IV, L.P. and Merrill Lynch Preferred Funding V, L.P., incorporated by reference to Exhibit 4.3 to Merrill Lynch's Registration Statement on Form S-3 (No. 333-42859).
- 4(h) Form of Amended and Restated Limited Partnership Agreement of Merrill Lynch Preferred Funding III, L.P., Merrill Lynch Preferred Funding IV, L.P. and Merrill Lynch Preferred Funding V, L.P., including form of Partnership Preferred Security, incorporated by reference to Exhibit 4.4 to Amendment No. 1 to Merrill Lynch's Registration Statement on Form S-3 (No. 333-42859).
- 4(i) Form of Trust Preferred Securities Guarantee Agreement, between Merrill Lynch & The Bank of New York Mellon, as guarantee trustee, incorporated by reference to Amendment No. 1 to Exhibit 4.5 to Merrill Lynch's Registration Statement on Form S-3 (No. 333-42859).
- 4(j) Form of Partnership Preferred Securities Guarantee Agreement by Merrill Lynch & Co., Inc. and The Bank of New York Mellon, as guarantee trustee, incorporated by reference to Exhibit 4.6 to Amendment No. 1 to Merrill Lynch's Registration Statement on Form S-3 (No. 333-42859).
- 4(k) Form of Affiliate Debenture Guarantee Agreement between Merrill Lynch and The Bank of New York Mellon, as guarantee trustee, incorporated by reference to Exhibit 4.8 to Amendment No. 1 to Merrill Lynch's Registration Statement on Form S-3 (No. 333-42859).
- 4(l) Certificate of Trust of Merrill Lynch Capital Trust I, incorporated by reference to Exhibit 4(b) to Post-Effective Amendment No. 1 to Merrill Lynch's Registration Statement on Form S-3 (No. 333-32911).
- 4(m) Trust Agreement of Merrill Lynch Capital Trust I, incorporated by reference to Exhibit 4(c) to Post-Effective Amendment No. 1 to Merrill Lynch's Registration Statement on Form S-3 (No. 333-132911).
- 4(n) Form of Amended and Restated Trust Agreement of Merrill Lynch Capital Trust I, including form of Trust Preferred Security, incorporated by reference to Exhibit 4(d) to Post-Effective Amendment No. 1 to Merrill Lynch's Registration Statement on Form S-3 (No. 333-132911).
- 4(o) Form of Trust Preferred Securities Guarantee Agreement between Merrill Lynch and The Bank of New York Mellon, as guarantee trustee, with respect to Merrill Lynch Capital Trust I, incorporated by reference to Exhibit 4(e) to Post-Effective Amendment No. 1 to Merrill Lynch's Registration Statement on Form S-3 (No. 333-132911).
- 4(p) Certificate of Trust of Merrill Lynch Capital Trust II, incorporated by reference to Exhibit 4(b) to Post-Effective Amendment No. 2 to Merrill Lynch's Registration Statement on Form S-3 (No. 333-32911).
- 4(q) Trust Agreement of Merrill Lynch Capital Trust II, incorporated by reference to Exhibit 4(c) to Post-Effective Amendment No. 2 to Merrill Lynch's Registration Statement on Form S-3 (No. 333-132911).

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- 4(r) Form of Amended and Restated Trust Agreement of Merrill Lynch Capital Trust II, including form of Trust Preferred Security, incorporated by reference to Exhibit 4(d) to Post-Effective Amendment No. 2 to Merrill Lynch's Registration Statement on Form S-3 (No. 333-132911).
 - 4(s) Form of Trust Preferred Securities Guarantee Agreement between Merrill Lynch and The Bank of New York Mellon, as guarantee trustee, with respect to Merrill Lynch Capital Trust II, incorporated by reference to Exhibit 4(e) to Post-Effective Amendment No. 2 to Merrill Lynch's Registration Statement on Form S-3 (No. 333-132911).
 - 4(t) Certificate of Trust of Merrill Lynch Capital Trust III, incorporated by reference to Exhibit 4(b) to Post-Effective Amendment No. 3 to Merrill Lynch's Registration Statement on Form S-3 (No. 333-32911).
 - 4(u) Trust Agreement of Merrill Lynch Capital Trust III, incorporated by reference to Exhibit 4(c) to Post-Effective Amendment No. 3 to Merrill Lynch's Registration Statement on Form S-3 (No. 333-132911).
 - 4(v) Form of Amended and Restated Trust Agreement of Merrill Lynch Capital Trust III, including form of Trust Preferred Security, incorporated by reference to Exhibit 4(d) to Post-Effective Amendment No. 3 to Merrill Lynch's Registration Statement on Form S-3 (No. 333-132911).
 - 4(w) Form of Trust Preferred Securities Guarantee Agreement between Merrill Lynch and The Bank of New York Mellon, as guarantee trustee, with respect to Merrill Lynch Capital Trust III, incorporated by reference to Exhibit 4(e) to Post-Effective Amendment No. 3 to Merrill Lynch's Registration Statement on Form S-3 (No. 333-132911).
 - 5(a) Opinion of McGuireWoods LLP as to legality of the securities of Merrill Lynch.**
 - 5(b) Opinion of Richards, Layton & Finger, P.A., as to legality of the securities issued by Merrill Lynch Preferred Capital Trust III.**
 - 5(c) Opinion of Richards, Layton & Finger, P.A., as to legality of the securities issued by Merrill Lynch Preferred Capital Trust IV.**
 - 5(d) Opinion of Richards, Layton & Finger, P.A., as to legality of the securities issued by Merrill Lynch Preferred Capital Trust V.**
 - 5(e) Opinion of Richards, Layton & Finger, P.A., as to legality of the securities issued by Merrill Lynch Preferred Funding III, L.P.**
 - 5(f) Opinion of Richards, Layton & Finger, P.A., as to legality of the securities issued by Merrill Lynch Preferred Funding IV, L.P.**
 - 5(g) Opinion of Richards, Layton & Finger, P.A., as to legality of the securities issued by Merrill Lynch Preferred Funding V, L.P.**
 - 5(h) Opinion of Richards, Layton & Finger, P.A., as to legality of the securities issued by Merrill Lynch Capital Trust I.**
 - 5(i) Opinion of Richards, Layton & Finger, P.A., as to legality of the securities issued by Merrill Lynch Capital Trust II.**
 - 5(j) Opinion of Richards, Layton & Finger, P.A., as to legality of the securities issued by Merrill Lynch Capital Trust III.**

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- 12 Computation of Ratios of Earnings to Fixed Charges, incorporated by reference to Exhibit 12 to Merrill Lynch's Annual Report on Form 10-K (File No. 1-7182) for the fiscal year ended December 26, 2008.
- 23(a) Consent of McGuireWoods LLP (included as part of Exhibit 5(a)).
- 23(b) Consent of Richards, Layton & Finger, P.A. (included as part of Exhibit 5(b)).
- 23(c) Consent of Richards, Layton & Finger, P.A. (included as part of Exhibit 5(c)).
- 23(d) Consent of Richards, Layton & Finger, P.A. (included as part of Exhibit 5(d)).
- 23(e) Consent of Richards, Layton & Finger, P.A. (included as part of Exhibit 5(e)).
- 23(f) Consent of Richards, Layton & Finger, P.A. (included as part of Exhibit 5(f)).
- 23(g) Consent of Richards, Layton & Finger, P.A. (included as part of Exhibit 5(g)).
- 23(h) Consent of Richards, Layton & Finger, P.A. (included as part of Exhibit 5(h)).
- 23(i) Consent of Richards, Layton & Finger, P.A. (included as part of Exhibit 5(i)).
- 23(j) Consent of Richards, Layton & Finger, P.A. (included as part of Exhibit 5(j)).
- 23(k) Consent of Deloitte & Touche LLP with respect to Merrill Lynch & Co., Inc.**
- 23(l) Consent of Deloitte & Touche LLP with respect to Merrill Lynch Preferred Funding III, L.P. and Merrill Lynch Preferred Capital Trust III.**
- 23(m) Consent of Deloitte & Touche LLP with respect to Merrill Lynch Preferred Funding IV, L.P. and Merrill Lynch Preferred Capital Trust IV.**
- 23(n) Consent of Deloitte & Touche LLP with respect to Merrill Lynch Preferred Funding V, L.P. and Merrill Lynch Preferred Capital Trust V.**
- 24 Power of Attorney.*
- 25(a) Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of The Bank of New York Mellon with respect to the 1983 Senior Indenture.*
- 25(b) Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of The Bank of New York Mellon with respect to the 1993 Senior Indenture.*
- 25(c) Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of The Bank of New York Mellon with respect to the 1996 Subordinated Indenture.*
- 25(d) Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of The Bank of New York Mellon with respect to the 2006 Junior Subordinated Indenture.**
- 25(e) Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of The Bank of New York Mellon as property trustee with respect to the Amended and Restated Trust Agreement of Merrill Lynch Preferred Capital Trust III.**

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- 25(f) Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of The Bank of New York Mellon as property trustee with respect to the Amended and Restated Trust Agreement of Merrill Lynch Preferred Capital Trust IV.**
- 25(g) Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of The Bank of New York Mellon as property trustee with respect to the Amended and Restated Trust Agreement of Merrill Lynch Preferred Capital Trust V.**
- 25(h) Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of The Bank of New York Mellon as property trustee with respect to the Amended and Restated Declaration of Trust of Merrill Lynch Capital Trust I.**
- 25(i) Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of The Bank of New York Mellon as property trustee with respect to the Amended and Restated Declaration of Trust of Merrill Lynch Capital Trust II.**
- 25(j) Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of The Bank of New York Mellon as property trustee with respect to the Amended and Restated Declaration of Trust of Merrill Lynch Capital Trust III.**
- 25(k) Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of The Bank of New York Mellon as guarantee trustee with respect to the Trust Preferred Securities Guarantee Agreement regarding Merrill Lynch Preferred Capital Trust III.**
- 25(l) Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of The Bank of New York Mellon as guarantee trustee with respect to the Trust Preferred Securities Guarantee Agreement regarding Merrill Lynch Preferred Capital Trust IV.**
- 25(m) Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of The Bank of New York Mellon as guarantee trustee with respect to the Trust Preferred Securities Guarantee Agreement regarding Merrill Lynch Preferred Capital Trust V.**
- 25(n) Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of The Bank of New York Mellon as guarantee trustee with respect to the Trust Preferred Securities Guarantee Agreement regarding Merrill Lynch Capital Trust I.**
- 25(o) Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of The Bank of New York Mellon as guarantee trustee with respect to the Trust Preferred Securities Guarantee Agreement regarding Merrill Lynch Capital Trust II.**
- 25(p) Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of The Bank of New York Mellon as guarantee trustee with respect to the Trust Preferred Securities Guarantee Agreement regarding Merrill Lynch Capital Trust III.**
- 25(q) Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of The Bank of New York Mellon as guarantee trustee with respect to the form of Affiliate Debenture Guarantee Agreement.**

* Previously filed.

** Filed herewith.

Item 17. Undertakings

1. Each of the undersigned registrants hereby undertakes:

(a) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar amount of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated offering range may be reflected in the form of a prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs 1(a)(i), 1(a)(ii) and 1(a)(iii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act") that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement;

(b) that, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof;

(c) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering;

(d) that, for the purpose of determining liability under the Securities Act to any purchaser:

(i) each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(ii) each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5) or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii) or (x) for the purpose of providing the information required by section 10(a) of the Securities Act shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such

effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date;

(e) that, for the purpose of determining liability of the registrant under the Securities Act to any purchaser in the initial distribution of the securities, the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

(iii) the portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

(iv) any other communication that is an offer in the offering made by the undersigned registrant to the purchaser;

(f) that, for purposes of determining any liability under the Securities Act, each filing of an annual report of the undersigned registrant pursuant to section 13(a) or section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Exchange Act) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

2. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in New York, New York, on April 8, 2009.

MERRILL LYNCH & CO., INC.

By: _____
*
Brian T. Moynihan
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
_____ * Brian T. Moynihan	Chief Executive Officer (Principal Executive Officer)	April 8, 2009
_____ * Neil A. Cotty	Chief Financial Officer (Principal Financial Officer)	April 8, 2009
_____ * Thomas W. Perry	Chief Accounting Officer (Principal Accounting Officer)	April 8, 2009
_____ * Kenneth D. Lewis	Chairman and Director	April 8, 2009
_____ * Joe L. Price	Director	April 8, 2009
_____ * Amy Woods Brinkley	Director	April 8, 2009

*By: /s/ TERESA M. BRENNER _____
Teresa M. Brenner
Attorney-in-Fact
April 8, 2009

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in New York, New York, on April 8, 2009.

MERRILL LYNCH PREFERRED FUNDING III, L.P.

By: MERRILL LYNCH & CO., INC.,
as General Partner

By: /s/ MARLENE DEBEL

Name: Marlene Debel
Title: Assistant Treasurer
Merrill Lynch & Co., Inc.

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in New York, New York, on April 8, 2009.

MERRILL LYNCH PREFERRED CAPITAL
TRUST III

By: /s/ MARLENE DEBEL

Name: Marlene Debel
Title: Regular Trustee

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in New York, New York, on April 8, 2009.

MERRILL LYNCH PREFERRED FUNDING IV, L.P.

By: MERRILL LYNCH & CO., INC.,
as General Partner

By: /s/ MARLENE DEBEL

Name: Marlene Debel
Title: Assistant Treasurer
Merrill Lynch & Co., Inc.

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in New York, New York, on April 8, 2009.

MERRILL LYNCH PREFERRED CAPITAL TRUST IV

By: /s/ MARLENE DEBEL

Name: Marlene Debel
Title: Regular Trustee

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in New York, New York, on April 8, 2009.

MERRILL LYNCH PREFERRED FUNDING V, L.P.

By: MERRILL LYNCH & CO., INC.,
as General Partner

By: /s/ MARLENE DEBEL

Name: Marlene Debel
Title: Assistant Treasurer
Merrill Lynch & Co., Inc.

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in New York, New York, on April 8, 2009.

MERRILL LYNCH PREFERRED CAPITAL TRUST V

By: /s/ MARLENE DEBEL

Name: Marlene Debel
Title: Regular Trustee

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in New York, New York, on April 8, 2009.

MERRILL LYNCH CAPITAL TRUST I

By: MERRILL LYNCH & CO., INC.,
as Sponsor

By: /s/ MARLENE DEBEL
Name: Marlene Debel
Title: Assistant Treasurer

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in New York, New York, on April 8, 2009.

MERRILL LYNCH CAPITAL TRUST II

By: MERRILL LYNCH & CO., INC.,
as Sponsor

By: /s/ MARLENE DEBEL
Name: Marlene Debel
Title: Assistant Treasurer

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in New York, New York, on April 8, 2009.

MERRILL LYNCH CAPITAL TRUST III

By: MERRILL LYNCH & CO., INC.,
as Sponsor

By: /s/ MARLENE DEBEL
Name: Marlene Debel
Title: Assistant Treasurer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
2	Agreement and Plan of Merger, dated as of September 15, 2008, by and between Merrill Lynch & Co., Inc. (“Merrill Lynch”) and Bank of America Corporation, as amended by Amendment No. 1 dated as of October 21, 2008, incorporated by reference to Appendix A of Merrill Lynch’s Definitive Proxy Statement dated October 31, 2008 filed on Schedule 14A (File No. 1-7182) on November 3, 2008.
4(a)(i)	Senior Indenture, dated as of April 1, 1983, as amended and restated as of April 1, 1987, between Merrill Lynch and The Bank of New York Mellon, as Trustee (the “1983 Senior Indenture”), and the Supplemental Indenture thereto dated as of March 15, 1990, incorporated by reference to Exhibit 4(i) to Merrill Lynch’s Annual Report on Form 10-K (File No. 1-7182) for the fiscal year ended December 31, 1999 (the “1999 10-K”).
4(a)(ii)	Sixth Supplemental Indenture to the 1983 Senior Indenture, dated as of October 25, 1993, between Merrill Lynch and The Bank of New York Mellon, incorporated by reference to Exhibit 4(ii) to the 1999 10-K.
4(a)(iii)	Twelfth Supplemental Indenture to the 1983 Senior Indenture, dated as of September 1, 1998, between Merrill Lynch and The Bank of New York Mellon, incorporated by reference to Exhibit 4(a) to Merrill Lynch’s Current Report on Form 8-K (File No. 1-7182) dated October 21, 1998.
4(a)(iv)	Fifteenth Supplemental Indenture to the 1983 Senior Indenture, dated as of October 14, 2003, between Merrill Lynch and The Bank of New York Mellon, incorporated by reference to Exhibit 4(b)(ix) to Merrill Lynch’s Registration Statement on Form S-3 (No. 333-109802).
4(a)(v)	Eighteenth Supplemental Indenture to the 1983 Senior Indenture, dated as of October 21, 2004, between Merrill Lynch and The Bank of New York Mellon, incorporated by reference to Exhibit 4(b)(xiv) to Merrill Lynch’s Registration Statement on Form S-3 (No. 333-122639).
4(a)(vi)	Form of Merrill Lynch Core Notes, Series B (identical to the forms of Merrill Lynch Core Notes included as Exhibits 4(b)(iii) and 4(b)(iv), except that the Merrill Lynch Core Notes, Series B, shall be governed by the 1983 Senior Indenture).
4(a)(vii)	Forms of Merrill Lynch Medium-Term Notes, Series C (identical to the forms of Merrill Lynch Medium-Term Notes included as Exhibits 4(b)(v), 4(b)(vi), 4(b)(vii), 4(b)(viii) and 4(b)(ix), except that the Merrill Lynch Medium-Term Notes, Series C, shall be governed by the 1983 Senior Indenture).
4(a)(viii)	Form of Medium-Term Notes, Series C, Accelerated Return Notes (Index-Linked), incorporated by reference to Exhibit 4(hh) to Merrill Lynch’s Registration Statement on Form S-3 (333-132911).
4(a)(ix)	Form of Medium-Term Notes, Series C, Leveraged Index Return Notes (Index-Linked), incorporated by reference to Exhibit 4(ii) to Merrill Lynch’s Registration Statement on Form S-3 (333-132911).

¹ As used in this section of this Registration Statement, “The Bank of New York Mellon” means The Bank of New York Mellon, a New York banking corporation and successor to the corporate trust business of The Bank of New York, JPMorgan Chase Bank, N.A., the entity formerly known as JPMorgan Chase Bank, The Chase Manhattan Bank and Chemical Bank (successor by merger to Manufacturers Hanover Trust Company).

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
4(a)(x)	Form of Medium-Term Notes, Series C, Market Index Target-Term Securities, incorporated by reference to Exhibit 4(jj) to Merrill Lynch's Registration Statement on Form S-3 (333-132911).
4(a)(xi)	Form of Medium-Term Notes, Series C, Profit Lock-In SUMmation Securities, incorporated by reference to Exhibit 4(kk) to Merrill Lynch's Registration Statement on Form S-3 (333-132911).
4(a)(xii)	Form of Medium-Term Notes, Series C, Currency Basket Notes, incorporated by reference to Exhibit 4(ll) to Merrill Lynch's Registration Statement on Form S-3 (333-132911).
4(a)(xiii)	Form of Medium-Term Notes, Series C, Principal Protected Notes, incorporated by reference to Exhibit 4(mm) to Merrill Lynch's Registration Statement on Form S-3 (333-132911).
4(a)(xiv)	Form of Medium-Term Notes, Series C, Strategic Return Notes (Index-Linked), incorporated by reference to Exhibit 4(nn) to Merrill Lynch's Registration Statement on Form S-3 (333-132911).
4(a)(xv)	Form of Medium-Term Notes, Series C, Long Short Notes, incorporated by reference to Exhibit 4(oo) to Merrill Lynch's Registration Statement on Form S-3 (333-132911).
4(a)(xvi)	Form of Medium-Term Notes, Series C, Zero Coupon Convertible Securities, incorporated by reference to Exhibit 4(pp) to Merrill Lynch's Registration Statement on Form S-3 (333-132911).
4(a)(xvii)	Form of Medium-Term Notes, Series C, Notes Linked to the Performance of the Consumer Price Index, incorporated by reference to Exhibit 4(qq) to Merrill Lynch's Registration Statement on Form S-3 (333-132911).
4(a)(xviii)	Form of Medium-Term Notes, Series C, Currency Notes, incorporated by reference to Exhibit 4(rr) to Merrill Lynch's Registration Statement on Form S-3 (333-132911).
4(a)(xix)	Forms of various other structured Medium-Term Notes, Series C, incorporated by reference to Exhibit (4) to each of Merrill Lynch's Current Reports on Form 8-K (File No. 1-7182) dated October 6, 2005, December 13, 2006, December 20, 2006, February 27, 2007, March 28, 2008, May 5, 2008, May 12, 2008, June 18, 2008, July 11, 2008, July 25, 2008, July 31, 2008, August 8, 2008, September 9, 2008, October 3, 2008, October 7, 2008, November 10, 2008 and December 5, 2008.
4(a)(xx)	Forms of PROtected Covered Call EnhancED Income NoteS, incorporated by reference to Exhibit (4) to each of Merrill Lynch's Current Reports on Form 8-K (File No. 1-7182) dated August 4, 2004, August 31, 2004, September 29, 2004, November 30, 2004, February 4, 2005, March 8, 2005, May 5, 2005, May 10, 2005, July 6, 2005, October 4, 2005, December 7, 2005, January 4, 2006, October 4, 2006, December 22, 2006, April 4, 2007, July 5, 2007 and December 6, 2007.
4(b)(i)	Senior Indenture, dated as of October 1, 1993, between Merrill Lynch and The Bank of New York Mellon (the "1993 Senior Indenture"), incorporated by reference to Exhibit 4(iv) to Merrill Lynch's Annual Report on Form 10-K (File No. 1-7182) for the fiscal year ended December 25, 1998 (the "1998 10-K").
4(b)(ii)	First Supplemental Indenture to the 1993 Senior Indenture, dated as of June 1, 1998, between Merrill Lynch and The Bank of New York Mellon, incorporated by reference to Exhibit 4(a) to Merrill Lynch's Current Report on Form 8-K dated July 2, 1998.
4(b)(iii)	Form of Merrill Lynch Core Notes (Fixed Rate), incorporated by reference to Exhibit 4(nn) to Merrill Lynch's Registration Statement on Form S-3 (No. 333-109802).

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
4(b)(iv)	Form of Merrill Lynch Core Notes (Floating Rate), incorporated by reference to Exhibit 4(oo) to Merrill Lynch's Registration Statement on Form S-3 (No. 333-109802).
4(b)(v)	Form of Fixed Rate Medium-Term Note, Series B, incorporated by reference to Exhibit 4(dd) to Merrill Lynch's Registration Statement on Form S-3 (No. 333-38792).
4(b)(vi)	Form of Redeemable Fixed Rate Medium-Term Note, Series B, incorporated by reference to Exhibit 4(e) to Merrill Lynch's Registration Statement on Form S-3 (No. 333-83374).
4(b)(vii)	Form of Floating Rate Medium-Term Note, Series B, incorporated by reference to Exhibit 4(ff) to Merrill Lynch's Registration Statement on Form S-3 (No. 333-38792).
4(b)(viii)	Form of Modified Federal Funds Rate Medium-Term Note, Series B, incorporated by reference to Exhibit 4(g) to Merrill Lynch's Registration Statement on Form S-3 (No. 333-83374).
4(b)(ix)	Form of Weekly Average Federal Funds Rate Medium-Term Note, Series B, incorporated by reference to Exhibit 4(h) to Merrill Lynch's Registration Statement on Form S-3 (No. 333-83374).
4(c)(i)	Form of Subordinated Indenture, dated as of December 17, 1996, between Merrill Lynch and The Bank of New York Mellon, as Trustee (the "1996 Subordinated Indenture"), incorporated by reference to Exhibit 4.7 to Amendment No. 2 to Merrill Lynch's Registration Statement on Form S-3 (No. 333-16603).
4(c)(ii)	Supplemental Indenture to the 1996 Subordinated Indenture, dated as of May 16, 2006, between Merrill Lynch and The Bank of New York Mellon, as trustee, incorporated by reference to Exhibit 4(a) to Merrill Lynch's Current Report on Form 8-K (File No. 1-7182) dated May 16, 2006.
4(c)(iii)	Form of Subordinated Debenture, incorporated by reference to Exhibit 4.11 to Amendment No. 1 to Merrill Lynch's Registration Statement on Form S-3 (No. 333-42859).
4(c)(iv)	Form of Fixed Rate Subordinated Note, incorporated by reference to Exhibit 4(b) to Merrill Lynch's Current Report on Form 8-K (File No. 1-7182) dated May 16, 2006.
4(c)(v)	Form of Fixed to Floating Rate Subordinated Note, incorporated by reference to Exhibit (4) to Merrill Lynch's Current Report on Form 8-K (File No. 1-7182) dated May 30, 2007.
4(c)(vi)	Form of Floating Rate Subordinated Note, incorporated by reference to Exhibit (4) to Merrill Lynch's Current Report on Form 8-K (File No. 1-7182) dated September 12, 2006.
4(d)(i)	Junior Subordinated Indenture, dated as of December 14, 2006, between Merrill Lynch and The Bank of New York Mellon, as trustee (the "2006 Junior Subordinated Indenture"), incorporated by reference to Exhibit 4(a) to Merrill Lynch's Current Report on Form 8-K (File No. 1-7182) dated December 14, 2006.
4(d)(ii)	First Supplemental Indenture to the 2006 Junior Subordinated Indenture, dated as of December 14, 2006, between Merrill Lynch and The Bank of New York Mellon, incorporated by reference to Exhibit 4(b) to Merrill Lynch's Current Report on Form 8-K (File No. 1-7182) dated December 14, 2006.
4(d)(iii)	Second Supplemental Indenture to the 2006 Junior Subordinated Indenture, dated as of May 2, 2007, between Merrill Lynch and The Bank of New York Mellon, incorporated by reference to Exhibit 4(b) to Merrill Lynch's Current Report on Form 8-K (File No. 1-7182) dated May 2, 2007.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
4(d)(iv)	Third Supplemental Indenture to the 2006 Junior Subordinated Indenture, dated as of August 22, 2007, between Merrill Lynch and The Bank of New York Mellon, incorporated by reference to Exhibit 4(b) to Merrill Lynch's Current Report on Form 8-K (File No. 1-7182) dated August 22, 2007.
4(e)	Form of Certificate of Trust of Merrill Lynch Preferred Capital Trust III, Merrill Lynch Preferred Capital Trust IV, and Merrill Lynch Preferred Capital Trust V, incorporated by reference to Exhibit 4.1 to Merrill Lynch's Registration Statement on Form S-3 (No. 333-42859).
4(f)	Form of Amended and Restated Declaration of Trust of Merrill Lynch Preferred Capital Trust III, Merrill Lynch Preferred Capital Trust IV and Merrill Lynch Preferred Capital Trust V, including form of Trust Preferred Security, incorporated by reference to Exhibit 4.2 to Amendment No. 1 to Merrill Lynch's Registration Statement on Form S-3 (No. 333-42859).
4(g)	Form of Certificate of Limited Partnership of Merrill Lynch Preferred Funding III, L.P., Merrill Lynch Preferred Funding IV, L.P. and Merrill Lynch Preferred Funding V, L.P., incorporated by reference to Exhibit 4.3 to Merrill Lynch's Registration Statement on Form S-3 (No. 333-42859).
4(h)	Form of Amended and Restated Limited Partnership Agreement of Merrill Lynch Preferred Funding III, L.P., Merrill Lynch Preferred Funding IV, L.P. and Merrill Lynch Preferred Funding V, L.P., including form of Partnership Preferred Security, incorporated by reference to Exhibit 4.4 to Amendment No. 1 to Merrill Lynch's Registration Statement on Form S-3 (No. 333-42859).
4(i)	Form of Trust Preferred Securities Guarantee Agreement, between Merrill Lynch & The Bank of New York Mellon, as guarantee trustee, incorporated by reference to Amendment No. 1 to Exhibit 4.5 to Merrill Lynch's Registration Statement on Form S-3 (No. 333-42859).
4(j)	Form of Partnership Preferred Securities Guarantee Agreement by Merrill Lynch & Co., Inc. and The Bank of New York Mellon, as guarantee trustee, incorporated by reference to Exhibit 4.6 to Amendment No. 1 to Merrill Lynch's Registration Statement on Form S-3 (No. 333-42859).
4(k)	Form of Affiliate Debenture Guarantee Agreement between Merrill Lynch and The Bank of New York Mellon, as guarantee trustee, incorporated by reference to Exhibit 4.8 to Amendment No. 1 to Merrill Lynch's Registration Statement on Form S-3 (No. 333-42859).
4(l)	Certificate of Trust of Merrill Lynch Capital Trust I, incorporated by reference to Exhibit 4(b) to Post-Effective Amendment No. 1 to Merrill Lynch's Registration Statement on Form S-3 (No. 333-32911).
4(m)	Trust Agreement of Merrill Lynch Capital Trust I, incorporated by reference to Exhibit 4(c) to Post-Effective Amendment No. 1 to Merrill Lynch's Registration Statement on Form S-3 (No. 333-132911).
4(n)	Form of Amended and Restated Trust Agreement of Merrill Lynch Capital Trust I, including form of Trust Preferred Security, incorporated by reference to Exhibit 4(d) to Post-Effective Amendment No. 1 to Merrill Lynch's Registration Statement on Form S-3 (No. 333-132911).
4(o)	Form of Trust Preferred Securities Guarantee Agreement between Merrill Lynch and The Bank of New York Mellon, as guarantee trustee, with respect to Merrill Lynch Capital Trust I, incorporated by reference to Exhibit 4(e) to Post-Effective Amendment No. 1 to Merrill Lynch's Registration Statement on Form S-3 (No. 333-132911).
4(p)	Certificate of Trust of Merrill Lynch Capital Trust II, incorporated by reference to Exhibit 4(b) to Post-Effective Amendment No. 2 to Merrill Lynch's Registration Statement on Form S-3 (No. 333-32911).

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
4(q)	Trust Agreement of Merrill Lynch Capital Trust II, incorporated by reference to Exhibit 4(c) to Post-Effective Amendment No. 2 to Merrill Lynch's Registration Statement on Form S-3 (No. 333-132911).
4(r)	Form of Amended and Restated Trust Agreement of Merrill Lynch Capital Trust II, including form of Trust Preferred Security, incorporated by reference to Exhibit 4(d) to Post-Effective Amendment No. 2 to Merrill Lynch's Registration Statement on Form S-3 (No. 333-132911).
4(s)	Form of Trust Preferred Securities Guarantee Agreement between Merrill Lynch and The Bank of New York Mellon, as guarantee trustee, with respect to Merrill Lynch Capital Trust II, incorporated by reference to Exhibit 4(e) to Post-Effective Amendment No. 2 to Merrill Lynch's Registration Statement on Form S-3 (No. 333-132911).
4(t)	Certificate of Trust of Merrill Lynch Capital Trust III, incorporated by reference to Exhibit 4(b) to Post-Effective Amendment No. 3 to Merrill Lynch's Registration Statement on Form S-3 (No. 333-32911).
4(u)	Trust Agreement of Merrill Lynch Capital Trust III, incorporated by reference to Exhibit 4(c) to Post-Effective Amendment No. 3 to Merrill Lynch's Registration Statement on Form S-3 (No. 333-132911).
4(v)	Form of Amended and Restated Trust Agreement of Merrill Lynch Capital Trust III, including form of Trust Preferred Security, incorporated by reference to Exhibit 4(d) to Post-Effective Amendment No. 3 to Merrill Lynch's Registration Statement on Form S-3 (No. 333-132911).
4(w)	Form of Trust Preferred Securities Guarantee Agreement between Merrill Lynch and The Bank of New York Mellon, as guarantee trustee, with respect to Merrill Lynch Capital Trust III, incorporated by reference to Exhibit 4(e) to Post-Effective Amendment No. 3 to Merrill Lynch's Registration Statement on Form S-3 (No. 333-132911).
5(a)	Opinion of McGuireWoods LLP as to legality of the securities of Merrill Lynch.**
5(b)	Opinion of Richards, Layton & Finger, P.A., as to legality of the securities issued by Merrill Lynch Preferred Capital Trust III.**
5(c)	Opinion of Richards, Layton & Finger, P.A., as to legality of the securities issued by Merrill Lynch Preferred Capital Trust IV.**
5(d)	Opinion of Richards, Layton & Finger, P.A., as to legality of the securities issued by Merrill Lynch Preferred Capital Trust V.**
5(e)	Opinion of Richards, Layton & Finger, P.A., as to legality of the securities issued by Merrill Lynch Preferred Funding III, L.P.**
5(f)	Opinion of Richards, Layton & Finger, P.A., as to legality of the securities issued by Merrill Lynch Preferred Funding IV, L.P.**
5(g)	Opinion of Richards, Layton & Finger, P.A., as to legality of the securities issued by Merrill Lynch Preferred Funding V, L.P.**
5(h)	Opinion of Richards, Layton & Finger, P.A., as to legality of the securities issued by Merrill Lynch Capital Trust I.**

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
5(i)	Opinion of Richards, Layton & Finger, P.A., as to legality of the securities issued by Merrill Lynch Capital Trust II.**
5(j)	Opinion of Richards, Layton & Finger, P.A., as to legality of the securities issued by Merrill Lynch Capital Trust III.**
12	Computation of Ratios of Earnings to Fixed Charges, incorporated by reference to Exhibit 12 to Merrill Lynch's Annual Report on Form 10-K (File No. 1-7182) for the fiscal year ended December 26, 2008.
23(a)	Consent of McGuireWoods LLP (included as part of Exhibit 5(a)).
23(b)	Consent of Richards, Layton & Finger, P.A. (included as part of Exhibit 5(b)).
23(c)	Consent of Richards, Layton & Finger, P.A. (included as part of Exhibit 5(c)).
23(d)	Consent of Richards, Layton & Finger, P.A. (included as part of Exhibit 5(d)).
23(e)	Consent of Richards, Layton & Finger, P.A. (included as part of Exhibit 5(e)).
23(f)	Consent of Richards, Layton & Finger, P.A. (included as part of Exhibit 5(f)).
23(g)	Consent of Richards, Layton & Finger, P.A. (included as part of Exhibit 5(g)).
23(h)	Consent of Richards, Layton & Finger, P.A. (included as part of Exhibit 5(h)).
23(i)	Consent of Richards, Layton & Finger, P.A. (included as part of Exhibit 5(i)).
23(j)	Consent of Richards, Layton & Finger, P.A. (included as part of Exhibit 5(j)).
23(k)	Consent of Deloitte & Touche LLP with respect to Merrill Lynch & Co., Inc.**
23(l)	Consent of Deloitte & Touche LLP with respect to Merrill Lynch Preferred Funding III, L.P. and Merrill Lynch Preferred Capital Trust III.**
23(m)	Consent of Deloitte & Touche LLP with respect to Merrill Lynch Preferred Funding IV, L.P. and Merrill Lynch Preferred Capital Trust IV.**
23(n)	Consent of Deloitte & Touche LLP with respect to Merrill Lynch Preferred Funding V, L.P. and Merrill Lynch Preferred Capital Trust V.**
24	Power of Attorney.*
25(a)	Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of The Bank of New York Mellon with respect to the 1983 Senior Indenture.*
25(b)	Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of The Bank of New York Mellon with respect to the 1993 Senior Indenture.*
25(c)	Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of The Bank of New York Mellon with respect to the 1996 Subordinated Indenture.*
25(d)	Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of The Bank of New York Mellon with respect to the 2006 Junior Subordinated Indenture.**

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
25(e)	Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of The Bank of New York Mellon as property trustee with respect to the Amended and Restated Trust Agreement of Merrill Lynch Preferred Capital Trust III.**
25(f)	Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of The Bank of New York Mellon as property trustee with respect to the Amended and Restated Trust Agreement of Merrill Lynch Preferred Capital Trust IV.**
25(g)	Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of The Bank of New York Mellon as property trustee with respect to the Amended and Restated Trust Agreement of Merrill Lynch Preferred Capital Trust V.**
25(h)	Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of The Bank of New York Mellon as property trustee with respect to the Amended and Restated Declaration of Trust of Merrill Lynch Capital Trust I.**
25(i)	Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of The Bank of New York Mellon as property trustee with respect to the Amended and Restated Declaration of Trust of Merrill Lynch Capital Trust II.**
25(j)	Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of The Bank of New York Mellon as property trustee with respect to the Amended and Restated Declaration of Trust of Merrill Lynch Capital Trust III.**
25(k)	Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of The Bank of New York Mellon as guarantee trustee with respect to the Trust Preferred Securities Guarantee Agreement regarding Merrill Lynch Preferred Capital Trust III.**
25(l)	Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of The Bank of New York Mellon as guarantee trustee with respect to the Trust Preferred Securities Guarantee Agreement regarding Merrill Lynch Preferred Capital Trust IV.**
25(m)	Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of The Bank of New York Mellon as guarantee trustee with respect to the Trust Preferred Securities Guarantee Agreement regarding Merrill Lynch Preferred Capital Trust V.**
25(n)	Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of The Bank of New York Mellon as guarantee trustee with respect to the Trust Preferred Securities Guarantee Agreement regarding Merrill Lynch Capital Trust I.**
25(o)	Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of The Bank of New York Mellon as guarantee trustee with respect to the Trust Preferred Securities Guarantee Agreement regarding Merrill Lynch Capital Trust II.**
25(p)	Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of The Bank of New York Mellon as guarantee trustee with respect to the Trust Preferred Securities Guarantee Agreement regarding Merrill Lynch Capital Trust III.**
25(q)	Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of The Bank of New York Mellon as guarantee trustee with respect to the form of Affiliate Debenture Guarantee Agreement.**

* Previously filed.

** Filed herewith.

[LETTERHEAD OF MCGUIREWOODS LLP]

April 8, 2009

Merrill Lynch & Co., Inc.
4 World Financial Center
New York, New York 10080

Re: Merrill Lynch & Co., Inc. Post-Effective Amendment No. 1 to Registration Statement on Form S-3 (File No. 333-158302)

Ladies and Gentlemen:

We have acted as special counsel to Merrill Lynch & Co., Inc., a Delaware corporation (the "Corporation") in connection with the Post-Effective Amendment No. 1 to Registration Statement on Form S-3, File No. 333-158302 (the "Registration Statement") that is being filed on the date hereof with the Securities and Exchange Commission by the Corporation pursuant to the Securities Act of 1933, as amended. The Registration Statement includes a market-maker prospectus intended for use by the Corporation's direct or indirect wholly-owned subsidiaries and other affiliates of the Corporation in connection with offers and sales related to secondary market transactions in senior and subordinated debt securities, junior subordinated debt securities, subordinated debentures and guarantees of the Corporation previously duly authorized for issuance by the Board of Directors of the Corporation and issued and initially sold by the Corporation in valid registered offerings pursuant to one of the registration statements listed in note (1) to the Calculation of Registration Fee Table on the cover of the Registration Statement, and which remain outstanding as of the date hereof (the "Securities").

We have examined such documents, corporate records and other instruments as we have deemed necessary for the purposes of this opinion.

Based on the foregoing, we are of the opinion that the Securities were validly authorized and issued by the Corporation and are binding obligations of the Corporation, subject to applicable bankruptcy, reorganization, insolvency, receivership, conservatorship, moratorium, fraudulent conveyance or other similar laws affecting the rights of creditors now or hereafter in effect, and to equitable principles that may limit the right to specific enforcement of remedies, and further subject to 12 U.S.C. §1818(b)(6)(D) (or any successor statute) and similar bank regulatory powers and to the application of principles of public policy.

This opinion is rendered to you and for your benefit solely in connection with the registration of the Securities to be offered and sold by the Corporation's subsidiaries and other affiliates in market-making transactions. This opinion may not be relied on by you for any other purpose and may not be relied upon by, nor may copies thereof be provided to, any other person, firm, corporation, or entity for any purposes whatsoever without our prior written consent. Notwithstanding the foregoing, we hereby consent to the filing of a copy of this opinion as Exhibit 5(a) to the Registration Statement.

Very truly yours,

/s/ MCGUIREWOODS LLP

McGuireWoods LLP

[Letterhead of Richards, Layton & Finger, P.A.]

April 8, 2009

Merrill Lynch Preferred Capital Trust III
c/o Merrill Lynch & Co., Inc.
World Financial Center
South Tower
New York, New York 10080-6105

Re: Merrill Lynch Preferred Capital Trust III

Ladies and Gentlemen:

We have acted as special Delaware counsel for Merrill Lynch & Co., Inc., a Delaware corporation (the "Company"), and Merrill Lynch Preferred Capital Trust III, a Delaware statutory trust (the "Trust"), in connection with the matters set forth herein. At your request, this opinion is being furnished to you.

For purposes of giving the opinions hereinafter set forth, our examination of documents has been limited to the examination of originals or copies of the following:

- (a) The Certificate of Trust of the Trust, dated December 19, 1997, as filed in the office of the Secretary of State of the State of Delaware (the "Secretary of State") on December 19, 1997, as amended by the Certificate of Amendment pursuant to Section 3807(e) of the Delaware Statutory Trust Act, as filed in the office of the Secretary of State on August 3, 2000, as further amended by the Certificate of Amendment pursuant to Section 3807(e) of the Delaware Statutory Trust Act, as filed in the office of the Secretary of State on March 14, 2005, as further amended by the Certificate of Amendment thereto, as filed in the office of the Secretary of State on April 8, 2009 (as so amended, the "Certificate");
- (b) The Declaration of Trust of the Trust, dated as of December 19, 1997, by and among the Company, as sponsor, and the trustees of the Trust named therein;
- (c) A Removal and Appointment of Delaware Trustee and Property Trustee of the Trust, dated as of April 8, 2009, by the Common Holder (as defined therein) and acknowledged and agreed to by BNY Mellon Trust of Delaware and The Bank of New York Mellon;
- (d) The Post-Effective Amendment No. 1 to Form S-3 Registration Statement (the "Registration Statement"), to be filed by the Company, the Trust and others with the Securities and Exchange Commission on April 8, 2009, including a prospectus relating, inter

alia, to the trust originated preferred securities of the Trust representing undivided beneficial interests in the assets of the Trust (each, a "Trust Preferred Security" and collectively, the "Trust Preferred Securities");

(e) The Amended and Restated Declaration of Trust of the Trust (including Exhibits A-1 and A-2 thereto), dated as of January 12, 1998 (the "Trust Agreement"), among the Company, as the sponsor, the trustees of the Trust named therein, and the holders, from time to time, of undivided beneficial interests in the assets of the Trust;

(f) A specimen Preferred Security Certificate, dated January 16, 1998, registered in the name of Cede & Co., relating to 30,000,000 of the Trust's 7% Trust Preferred Securities; and

(g) A Certificate of Good Standing for the Trust, dated April 2, 2009, obtained from the Secretary of State.

Capitalized terms used herein and not otherwise defined are used as defined in the Trust Agreement.

For purposes of this opinion, we have not reviewed any documents other than the documents listed in paragraphs (a) through (g) above. In particular, we have not reviewed any document (other than the documents listed in paragraphs (a) through (g) above) that is referred to in or incorporated by reference into the documents reviewed by us. We have assumed that there exists no provision in any document that we have not reviewed that is inconsistent with the opinions stated herein. We have conducted no independent factual investigation of our own but rather have relied solely upon the foregoing documents, the statements and information set forth therein and the additional matters recited or assumed herein, all of which we have assumed to be true, complete and accurate in all material respects.

With respect to all documents examined by us, we have assumed (i) the authenticity of all documents submitted to us as authentic originals, (ii) the conformity with the originals of all documents submitted to us as copies or forms, and (iii) the genuineness of all signatures.

For purposes of this opinion, we have assumed (i) that the Trust Agreement constitutes the entire agreement among the parties thereto with respect to the subject matter thereof, including with respect to the creation, operation and termination of the Trust, and that the Trust Agreement and the Certificate are in full force and effect and have not been amended, (ii) except to the extent provided in paragraph 1 below, the due creation or due organization or due formation, as the case may be, and valid existence in good standing of each party to the documents examined by us under the laws of the jurisdiction governing its creation, organization or formation, (iii) the legal capacity of each natural person who is a signatory to the documents examined by us, (iv) that each of the parties to the documents examined by us has the power and authority to execute and deliver, and to perform its obligations under, such documents, (v) the

due authorization, execution and delivery by all parties thereto of all documents examined by us, (vi) the receipt by each Person to whom a Trust Preferred Security was issued by the Trust (collectively, the "Security Holders") of a Trust Preferred Security Certificate evidencing ownership of such Trust Preferred Security and the payment for the Trust Preferred Security acquired by it, in accordance with the Trust Agreement, and (vii) that the Trust Preferred Securities were issued and sold to the Security Holders in accordance with the Trust Agreement. We have not participated in the preparation of the Registration Statement and assume no responsibility for its contents.

This opinion is limited to the laws of the State of Delaware (excluding the securities laws of the State of Delaware), and we have not considered and express no opinion on the laws of any other jurisdiction, including federal laws and rules and regulations relating thereto. Our opinions are rendered only with respect to Delaware laws and rules, regulations and orders thereunder that are currently in effect.

Based upon the foregoing, and upon our examination of such questions of law and statutes of the State of Delaware as we have considered necessary or appropriate, and subject to the assumptions, qualifications, limitations and exceptions set forth herein, we are of the opinion that:

1. The Trust has been duly created and is validly existing in good standing as a statutory trust under the Delaware Statutory Trust Act.
2. The Trust Preferred Securities represent valid and, subject to the qualifications set forth in paragraph 3 below, fully paid and nonassessable undivided beneficial interests in the assets of the Trust.
3. The Security Holders, as beneficial owners of the Trust, are entitled to the same limitation of personal liability extended to stockholders of private corporations for profit organized under the General Corporation Law of the State of Delaware. We note that the Security Holders may be obligated to make payments as set forth in the Trust Agreement.

We consent to the filing of this opinion with the Securities and Exchange Commission as an exhibit to the Registration Statement. In giving the foregoing consent, we do not thereby admit that we come within the category of Persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission thereunder. Except as stated above, without our prior written consent, this opinion may not be furnished or quoted to, or relied upon by, any other Person for any purpose.

Very truly yours,

/s/ Richards, Layton & Finger, P.A.

[Letterhead of Richards, Layton & Finger, P.A.]

April 8, 2009

Merrill Lynch Preferred Capital Trust IV
c/o Merrill Lynch & Co., Inc.
World Financial Center
South Tower
New York, New York, 10080-6105

Re: Merrill Lynch Preferred Capital Trust IV

Ladies and Gentlemen:

We have acted as special Delaware counsel for Merrill Lynch & Co., Inc., a Delaware corporation (the "Company"), and Merrill Lynch Preferred Capital Trust IV, a Delaware statutory trust (the "Trust"), in connection with the matters set forth herein. At your request, this opinion is being furnished to you.

For purposes of giving the opinions hereinafter set forth, our examination of documents has been limited to the examination of originals or copies of the following:

- (a) The Certificate of Trust of the Trust, dated December 19, 1997, as filed in the office of the Secretary of State of the State of Delaware (the "Secretary of State") on December 19, 1997, as amended by the Certificate of Amendment pursuant to Section 3807(e) of the Delaware Statutory Trust Act, as filed in the office of the Secretary of State on August 3, 2000, as further amended by the Certificate of Amendment pursuant to Section 3807(e) of the Delaware Statutory Trust Act, as filed in the office of the Secretary of State on March 14, 2005, as further amended by the Certificate of Amendment thereto, as filed in the office of the Secretary of State on April 8, 2009 (as so amended, the "Certificate");
- (b) The Declaration of Trust of the Trust, dated as of December 19, 1997, by and among the Company, as sponsor, and the trustees of the Trust named therein;
- (c) A Removal and Appointment of Delaware Trustee and Property Trustee of the Trust, dated as of April 8, 2009, by the Common Holder (as defined therein) and acknowledged and agreed to by BNY Mellon Trust of Delaware and The Bank of New York Mellon;
- (d) The Post-Effective Amendment No. 1 to Form S-3 Registration Statement (the "Registration Statement"), to be filed by the Company, the Trust and others with the Securities and Exchange Commission on April 8, 2009, including a prospectus relating, inter

alia, to the trust originated preferred securities of the Trust representing undivided beneficial interests in the assets of the Trust (each, a "Trust Preferred Security" and collectively, the "Trust Preferred Securities");

(e) The Amended and Restated Declaration of Trust of the Trust (including Exhibits A-1 and A-2 thereto), dated as of June 16, 1998 (the "Trust Agreement"), among the Company, as the sponsor, the trustees of the Trust named therein, and the holders, from time to time, of undivided beneficial interests in the assets of the Trust;

(f) A specimen Preferred Security Certificate, dated June 19, 1998, registered in the name of Cede & Co., relating to 16,000,000 of the Trust's 7.12% Trust Preferred Securities; and

(g) A Certificate of Good Standing for the Trust, dated April 2, 2009, obtained from the Secretary of State.

Capitalized terms used herein and not otherwise defined are used as defined in the Trust Agreement.

For purposes of this opinion, we have not reviewed any documents other than the documents listed in paragraphs (a) through (g) above. In particular, we have not reviewed any document (other than the documents listed in paragraphs (a) through (g) above) that is referred to in or incorporated by reference into the documents reviewed by us. We have assumed that there exists no provision in any document that we have not reviewed that is inconsistent with the opinions stated herein. We have conducted no independent factual investigation of our own but rather have relied solely upon the foregoing documents, the statements and information set forth therein and the additional matters recited or assumed herein, all of which we have assumed to be true, complete and accurate in all material respects.

With respect to all documents examined by us, we have assumed (i) the authenticity of all documents submitted to us as authentic originals, (ii) the conformity with the originals of all documents submitted to us as copies or forms, and (iii) the genuineness of all signatures.

For purposes of this opinion, we have assumed (i) that the Trust Agreement constitutes the entire agreement among the parties thereto with respect to the subject matter thereof, including with respect to the creation, operation and termination of the Trust, and that the Trust Agreement and the Certificate are in full force and effect and have not been amended, (ii) except to the extent provided in paragraph 1 below, the due creation or due organization or due formation, as the case may be, and valid existence in good standing of each party to the documents examined by us under the laws of the jurisdiction governing its creation, organization or formation, (iii) the legal capacity of each natural person who is a signatory to the documents examined by us, (iv) that each of the parties to the documents examined by us has the power and authority to execute and deliver, and to perform its obligations under, such documents, (v) the

due authorization, execution and delivery by all parties thereto of all documents examined by us, (vi) the receipt by each Person to whom a Trust Preferred Security was issued by the Trust (collectively, the "Security Holders") of a Trust Preferred Security Certificate evidencing ownership of such Trust Preferred Security and the payment for the Trust Preferred Security acquired by it, in accordance with the Trust Agreement, and (vii) that the Trust Preferred Securities were issued and sold to the Security Holders in accordance with the Trust Agreement. We have not participated in the preparation of the Registration Statement and assume no responsibility for its contents.

This opinion is limited to the laws of the State of Delaware (excluding the securities laws of the State of Delaware), and we have not considered and express no opinion on the laws of any other jurisdiction, including federal laws and rules and regulations relating thereto. Our opinions are rendered only with respect to Delaware laws and rules, regulations and orders thereunder that are currently in effect.

Based upon the foregoing, and upon our examination of such questions of law and statutes of the State of Delaware as we have considered necessary or appropriate, and subject to the assumptions, qualifications, limitations and exceptions set forth herein, we are of the opinion that:

1. The Trust has been duly created and is validly existing in good standing as a statutory trust under the Delaware Statutory Trust Act.
2. The Trust Preferred Securities represent valid and, subject to the qualifications set forth in paragraph 3 below, fully paid and nonassessable undivided beneficial interests in the assets of the Trust.
3. The Security Holders, as beneficial owners of the Trust, are entitled to the same limitation of personal liability extended to stockholders of private corporations for profit organized under the General Corporation Law of the State of Delaware. We note that the Security Holders may be obligated to make payments as set forth in the Trust Agreement.

We consent to the filing of this opinion with the Securities and Exchange Commission as an exhibit to the Registration Statement. In giving the foregoing consent, we do not thereby admit that we come within the category of Persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission thereunder. Except as stated above, without our prior written consent, this opinion may not be furnished or quoted to, or relied upon by, any other Person for any purpose.

Very truly yours,

/s/ Richards, Layton & Finger, P.A.

[Letterhead of Richards, Layton & Finger, P.A.]

April 8, 2009

Merrill Lynch Preferred Capital Trust V
c/o Merrill Lynch & Co., Inc.
World Financial Center
South Tower
New York, New York, 10080-6105

Re: Merrill Lynch Preferred Capital Trust V

Ladies and Gentlemen:

We have acted as special Delaware counsel for Merrill Lynch & Co., Inc., a Delaware corporation (the "Company"), and Merrill Lynch Preferred Capital Trust V, a Delaware statutory trust (the "Trust"), in connection with the matters set forth herein. At your request, this opinion is being furnished to you.

For purposes of giving the opinions hereinafter set forth, our examination of documents has been limited to the examination of originals or copies of the following:

- (a) The Certificate of Trust of the Trust, dated January 8, 1998, as filed in the office of the Secretary of State of the State of Delaware (the "Secretary of State") on January 8, 1998, as amended by the Certificate of Amendment pursuant to Section 3807(e) of the Delaware Statutory Trust Act, as filed in the office of the Secretary of State on August 3, 2000, as further amended by the Certificate of Amendment pursuant to Section 3807(e) of the Delaware Statutory Trust Act, as filed in the office of the Secretary of State on March 14, 2005, as further amended by the Certificate of Amendment thereto, as filed in the office of the Secretary of State on April 8, 2009 (as so amended, the "Certificate");
- (b) The Declaration of Trust of the Trust, dated as of January 8, 1998, by and among the Company, as sponsor, and the trustees of the Trust named therein;
- (c) A Removal and Appointment of Delaware Trustee and Property Trustee of the Trust, dated as of April 8, 2009, by the Common Holder (as defined therein) and acknowledged and agreed to by BNY Mellon Trust of Delaware and The Bank of New York Mellon;
- (d) The Post-Effective Amendment No. 1 to Form S-3 Registration Statement (the "Registration Statement"), to be filed by the Company, the Trust and others with the Securities and Exchange Commission on April 8, 2009, including a prospectus relating, inter

alia, to the trust originated preferred securities of the Trust representing undivided beneficial interests in the assets of the Trust (each, a "Trust Preferred Security" and collectively, the "Trust Preferred Securities");

(e) The Amended and Restated Declaration of Trust of the Trust (including Exhibits A-1 and A-2 thereto), dated as of October 29, 1998 (the "Trust Agreement"), among the Company, as the sponsor, the trustees of the Trust named therein, and the holders, from time to time, of undivided beneficial interests in the assets of the Trust;

(f) A specimen Preferred Security Certificate, dated November 3, 1998, registered in the name of Cede & Co., relating to 34,000,000 of the Trust's 7.28% Trust Preferred Securities; and

(g) A Certificate of Good Standing for the Trust, dated April 2, 2009, obtained from the Secretary of State.

Capitalized terms used herein and not otherwise defined are used as defined in the Trust Agreement.

For purposes of this opinion, we have not reviewed any documents other than the documents listed in paragraphs (a) through (g) above. In particular, we have not reviewed any document (other than the documents listed in paragraphs (a) through (g) above) that is referred to in or incorporated by reference into the documents reviewed by us. We have assumed that there exists no provision in any document that we have not reviewed that is inconsistent with the opinions stated herein. We have conducted no independent factual investigation of our own but rather have relied solely upon the foregoing documents, the statements and information set forth therein and the additional matters recited or assumed herein, all of which we have assumed to be true, complete and accurate in all material respects.

With respect to all documents examined by us, we have assumed (i) the authenticity of all documents submitted to us as authentic originals, (ii) the conformity with the originals of all documents submitted to us as copies or forms, and (iii) the genuineness of all signatures.

For purposes of this opinion, we have assumed (i) that the Trust Agreement constitutes the entire agreement among the parties thereto with respect to the subject matter thereof, including with respect to the creation, operation and termination of the Trust, and that the Trust Agreement and the Certificate are in full force and effect and have not been amended, (ii) except to the extent provided in paragraph 1 below, the due creation or due organization or due formation, as the case may be, and valid existence in good standing of each party to the documents examined by us under the laws of the jurisdiction governing its creation, organization or formation, (iii) the legal capacity of each natural person who is a signatory to the documents examined by us, (iv) that each of the parties to the documents examined by us has the power and authority to execute and deliver, and to perform its obligations under, such documents, (v) the

due authorization, execution and delivery by all parties thereto of all documents examined by us, (vi) the receipt by each Person to whom a Trust Preferred Security was issued by the Trust (collectively, the "Security Holders") of a Trust Preferred Security Certificate evidencing ownership of such Trust Preferred Security and the payment for the Trust Preferred Security acquired by it, in accordance with the Trust Agreement, and (vii) that the Trust Preferred Securities were issued and sold to the Security Holders in accordance with the Trust Agreement. We have not participated in the preparation of the Registration Statement and assume no responsibility for its contents.

This opinion is limited to the laws of the State of Delaware (excluding the securities laws of the State of Delaware), and we have not considered and express no opinion on the laws of any other jurisdiction, including federal laws and rules and regulations relating thereto. Our opinions are rendered only with respect to Delaware laws and rules, regulations and orders thereunder that are currently in effect.

Based upon the foregoing, and upon our examination of such questions of law and statutes of the State of Delaware as we have considered necessary or appropriate, and subject to the assumptions, qualifications, limitations and exceptions set forth herein, we are of the opinion that:

1. The Trust has been duly created and is validly existing in good standing as a statutory trust under the Delaware Statutory Trust Act.
2. The Trust Preferred Securities represent valid and, subject to the qualifications set forth in paragraph 3 below, fully paid and nonassessable undivided beneficial interests in the assets of the Trust.
3. The Security Holders, as beneficial owners of the Trust, are entitled to the same limitation of personal liability extended to stockholders of private corporations for profit organized under the General Corporation Law of the State of Delaware. We note that the Security Holders may be obligated to make payments as set forth in the Trust Agreement.

We consent to the filing of this opinion with the Securities and Exchange Commission as an exhibit to the Registration Statement. In giving the foregoing consent, we do not thereby admit that we come within the category of Persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission thereunder. Except as stated above, without our prior written consent, this opinion may not be furnished or quoted to, or relied upon by, any other Person for any purpose.

Very truly yours,

/s/ Richards, Layton & Finger, P.A.

[Letterhead of Richards, Layton & Finger, P.A.]

April 8, 2009

Merrill Lynch Preferred Funding III, L.P.
c/o Merrill Lynch & Co., Inc.
4 World Financial Center
New York, New York 10080

Re: Merrill Lynch Preferred Funding III, L.P.

Ladies and Gentlemen:

We have acted as special Delaware counsel for Merrill Lynch & Co., Inc., a Delaware corporation (the "Company"), and Merrill Lynch Preferred Funding III, L.P., a Delaware limited partnership (the "Partnership"), in connection with the matters set forth herein. At your request, this opinion is being furnished to you.

For purposes of giving the opinions hereinafter set forth, our examination of documents has been limited to the examination of originals or copies of the following:

(a) The Certificate of Limited Partnership of the Partnership, dated as of December 19, 1997 (the "Certificate"), as filed in the office of the Secretary of State of the State of Delaware (the "Secretary of State") on December 19, 1997;

(b) The Agreement of Limited Partnership of the Partnership, dated as of December 19, 1997, between the Company, as the general partner, and Merrill Lynch Group, Inc., a Delaware corporation, as the initial limited partner of the Partnership (the "Initial Limited Partner");

(c) The Post-Effective Amendment No. 1 to the Registration Statement (the "Registration Statement") on Form S-3, to be filed by the Company, the Partnership and others with the Securities and Exchange Commission on April 8, 2009, including a prospectus relating to, inter alia, partnership preferred securities of the Partnership representing limited partner interests in the Partnership (each, a "Partnership Preferred Security" and collectively, the "Partnership Preferred Securities");

(d) The Amended and Restated Agreement of Limited Partnership of the Partnership (including Annex A thereto), dated as of January 16, 1998 (the "Partnership Agreement"), among the Company, as the general partner, the Initial Limited Partner and such other Persons who become Limited Partners;

(e) A specimen Certificate Evidencing Partnership Preferred Securities of the Partnership, dated January 16, 1998 representing 30,927,840 7% Partnership Preferred Securities; and

(f) A Certificate of Good Standing for the Partnership, dated April 2, 2009, obtained from the Secretary of State.

Capitalized terms used herein and not otherwise defined are used as defined in the Partnership Agreement.

For purposes of this opinion, we have not reviewed any documents other than the documents listed in paragraphs (a) through (f) above. In particular, we have not reviewed any document (other than the documents listed in paragraphs (a) through (f) above) that is referred to in or incorporated by reference into the documents reviewed by us. We have assumed that there exists no provision in any document that we have not reviewed that is inconsistent with the opinions stated herein. We have conducted no independent factual investigation of our own but rather have relied solely upon the foregoing documents, the statements and information set forth therein and the additional matters recited or assumed herein, all of which we have assumed to be true, complete and accurate in all material respects.

With respect to all documents examined by us, we have assumed (i) the authenticity of all documents submitted to us as authentic originals, (ii) the conformity with the originals of all documents submitted to us as copies or forms, and (iii) the genuineness of all signatures.

For purposes of this opinion, we have assumed (i) that the Partnership Agreement constitutes the entire agreement among the parties thereto with respect to the subject matter thereof, including with respect to the admission of partners to, and the creation, operation and termination of, the Partnership, and that the Partnership Agreement and the Certificate are in full force and effect and have not been amended, (ii) except to the extent provided in paragraph 1 below, the due creation or the due organization or due formation, as the case may be, and valid existence in good standing of each party to the documents examined by us under the laws of the jurisdiction governing its creation, organization or formation, (iii) the legal capacity of each natural person who is a signatory to the documents examined by us, (iv) that each of the parties to the documents examined by us has the power and authority to execute and deliver, and to perform its obligations under, such documents, (v) that all documents examined by us have been duly authorized, executed and delivered by all parties thereto, (vi) the receipt by the property trustee of Merrill Lynch Preferred Capital Trust III, a Delaware statutory trust (the "Partnership Preferred Security Holder"), of a Certificate Evidencing Partnership Preferred Securities of the Partnership and the payment for the Partnership Preferred Security acquired by it, in accordance with the Partnership Agreement, (vii) that the books and records of the Partnership set forth all information required by the Partnership Agreement and the Delaware Revised Uniform Limited Partnership Act (6 Del.C. § 17-101, *et seq.*) (the "Partnership Act"), including all information with respect to all Persons to be admitted as Partners and their contributions to the Partnership,

and (viii) that the Partnership Preferred Securities were issued and sold to the Partnership Preferred Security Holder in accordance with the Partnership Agreement. We have not participated in the preparation of the Registration Statement and assume no responsibility for its contents.

This opinion is limited to the laws of the State of Delaware (excluding the securities laws of the State of Delaware), and we have not considered and express no opinion on the laws of any other jurisdiction, including federal laws and rules and regulations relating thereto. Our opinions are rendered only with respect to Delaware laws and rules, regulations and orders thereunder that are currently in effect.

Based upon the foregoing, and upon our examination of such questions of law and statutes of the State of Delaware as we have considered necessary or appropriate, and subject to the assumptions, qualifications, limitations and exceptions set forth herein, we are of the opinion that:

1. The Partnership has been duly formed and is validly existing in good standing as a limited partnership under the Partnership Act.
2. The Partnership Preferred Securities represent valid and, subject to the qualifications set forth in paragraph 3 below, fully paid and nonassessable limited partner interests in the Partnership.
3. Assuming that the Partnership Preferred Security Holder, as a limited partner of the Partnership, does not participate in the control of the business of the Partnership, the Partnership Preferred Security Holder, as a limited partner of the Partnership, will have no liability in excess of its obligations to make payments provided for in the Partnership Agreement and its share of the Partnership's assets and undistributed profits (subject to the obligation of the Partnership Preferred Security Holder to repay any funds wrongfully distributed to it).
4. There are no provisions in the Partnership Agreement the inclusion of which, subject to the terms and conditions therein, or, assuming that the Partnership Preferred Security Holder, as a limited partner of the Partnership, takes no action other than actions permitted by the Partnership Agreement, the exercise of which, in accordance with the terms and conditions therein, would cause the Partnership Preferred Security Holder, as a limited partner of the Partnership, to be deemed to be participating in the control of the business of the Partnership.

With respect to the opinions set forth herein, the term "Partnership Preferred Security Holder" does not include a Person acting in its capacity as a general partner of the Partnership.

We consent to the filing of this opinion with the Securities and Exchange Commission as an exhibit to the Registration Statement. In giving the foregoing consent, we do not thereby admit that we come within the category of Persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission thereunder. Except as stated above, without our prior written consent, this opinion may not be furnished or quoted to, or relied upon by, any other Person for any purpose.

Very truly yours,

/s/ Richards, Layton & Finger, P.A.

[Letterhead of Richards, Layton & Finger, P.A.]

April 8, 2009

Merrill Lynch Preferred Funding IV, L.P.
c/o Merrill Lynch & Co., Inc.
4 World Financial Center
New York, New York 10080

Re: Merrill Lynch Preferred Funding IV, L.P.

Ladies and Gentlemen:

We have acted as special Delaware counsel for Merrill Lynch & Co., Inc., a Delaware corporation (the "Company"), and Merrill Lynch Preferred Funding IV, L.P., a Delaware limited partnership (the "Partnership"), in connection with the matters set forth herein. At your request, this opinion is being furnished to you.

For purposes of giving the opinions hereinafter set forth, our examination of documents has been limited to the examination of originals or copies of the following:

(a) The Certificate of Limited Partnership of the Partnership, dated as of December 19, 1997 (the "Certificate"), as filed in the office of the Secretary of State of the State of Delaware (the "Secretary of State") on December 19, 1997;

(b) The Agreement of Limited Partnership of the Partnership, dated as of December 19, 1997, between the Company, as the general partner, and Merrill Lynch Group, Inc., a Delaware corporation, as the initial limited partner of the Partnership (the "Initial Limited Partner");

(c) The Post-Effective Amendment No. 1 to the Registration Statement (the "Registration Statement") on Form S-3, to be filed by the Company, the Partnership and others with the Securities and Exchange Commission on April 8, 2009, including a prospectus relating to, inter alia, partnership preferred securities of the Partnership representing limited partner interests in the Partnership (each, a "Partnership Preferred Security" and collectively, the "Partnership Preferred Securities");

(d) The Amended and Restated Agreement of Limited Partnership of the Partnership (including Annex A thereto), dated as of June 19, 1998 (the "Partnership Agreement"), among the Company, as the general partner, the Initial Limited Partner and such other Persons who become Limited Partners;

(e) A specimen Certificate Evidencing Partnership Preferred Securities of the Partnership, dated June 19, 1998, representing 412,372,000 7.12% Partnership Preferred Securities; and

(f) A Certificate of Good Standing for the Partnership, dated April 2, 2009, obtained from the Secretary of State.

Capitalized terms used herein and not otherwise defined are used as defined in the Partnership Agreement.

For purposes of this opinion, we have not reviewed any documents other than the documents listed in paragraphs (a) through (f) above. In particular, we have not reviewed any document (other than the documents listed in paragraphs (a) through (f) above) that is referred to in or incorporated by reference into the documents reviewed by us. We have assumed that there exists no provision in any document that we have not reviewed that is inconsistent with the opinions stated herein. We have conducted no independent factual investigation of our own but rather have relied solely upon the foregoing documents, the statements and information set forth therein and the additional matters recited or assumed herein, all of which we have assumed to be true, complete and accurate in all material respects.

With respect to all documents examined by us, we have assumed (i) the authenticity of all documents submitted to us as authentic originals, (ii) the conformity with the originals of all documents submitted to us as copies or forms, and (iii) the genuineness of all signatures.

For purposes of this opinion, we have assumed (i) that the Partnership Agreement constitutes the entire agreement among the parties thereto with respect to the subject matter thereof, including with respect to the admission of partners to, and the creation, operation and termination of, the Partnership, and that the Partnership Agreement and the Certificate are in full force and effect and have not been amended, (ii) except to the extent provided in paragraph 1 below, the due creation or the due organization or due formation, as the case may be, and valid existence in good standing of each party to the documents examined by us under the laws of the jurisdiction governing its creation, organization or formation, (iii) the legal capacity of each natural person who is a signatory to the documents examined by us, (iv) that each of the parties to the documents examined by us has the power and authority to execute and deliver, and to perform its obligations under, such documents, (v) that all documents examined by us have been duly authorized, executed and delivered by all parties thereto, (vi) the receipt by the property trustee of Merrill Lynch Preferred Capital Trust IV, a Delaware statutory trust (the "Partnership Preferred Security Holder"), of a Certificate Evidencing Partnership Preferred Securities of the Partnership and the payment for the Partnership Preferred Security acquired by it, in accordance with the Partnership Agreement, (vii) that the books and records of the Partnership set forth all information required by the Partnership Agreement and the Delaware Revised Uniform Limited Partnership Act (6 Del.C. § 17-101, *et seq.*) (the "Partnership Act"), including all information with respect to all Persons to be admitted as Partners and their contributions to the Partnership,

and (viii) that the Partnership Preferred Securities were issued and sold to the Partnership Preferred Security Holder in accordance with the Partnership Agreement. We have not participated in the preparation of the Registration Statement and assume no responsibility for its contents.

This opinion is limited to the laws of the State of Delaware (excluding the securities laws of the State of Delaware), and we have not considered and express no opinion on the laws of any other jurisdiction, including federal laws and rules and regulations relating thereto. Our opinions are rendered only with respect to Delaware laws and rules, regulations and orders thereunder that are currently in effect.

Based upon the foregoing, and upon our examination of such questions of law and statutes of the State of Delaware as we have considered necessary or appropriate, and subject to the assumptions, qualifications, limitations and exceptions set forth herein, we are of the opinion that:

1. The Partnership has been duly formed and is validly existing in good standing as a limited partnership under the Partnership Act.
2. The Partnership Preferred Securities represent valid and, subject to the qualifications set forth in paragraph 3 below, fully paid and nonassessable limited partner interests in the Partnership.
3. Assuming that the Partnership Preferred Security Holder, as a limited partner of the Partnership, does not participate in the control of the business of the Partnership, the Partnership Preferred Security Holder, as a limited partner of the Partnership, will have no liability in excess of its obligations to make payments provided for in the Partnership Agreement and its share of the Partnership's assets and undistributed profits (subject to the obligation of the Partnership Preferred Security Holder to repay any funds wrongfully distributed to it).
4. There are no provisions in the Partnership Agreement the inclusion of which, subject to the terms and conditions therein, or, assuming that the Partnership Preferred Security Holder, as a limited partner of the Partnership, takes no action other than actions permitted by the Partnership Agreement, the exercise of which, in accordance with the terms and conditions therein, would cause the Partnership Preferred Security Holder, as a limited partner of the Partnership, to be deemed to be participating in the control of the business of the Partnership.

With respect to the opinions set forth herein, the term "Partnership Preferred Security Holder" does not include a Person acting in its capacity as a general partner of the Partnership.

We consent to the filing of this opinion with the Securities and Exchange Commission as an exhibit to the Registration Statement. In giving the foregoing consent, we do not thereby admit that we come within the category of Persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission thereunder. Except as stated above, without our prior written consent, this opinion may not be furnished or quoted to, or relied upon by, any other Person for any purpose.

Very truly yours,

/s/ Richards, Layton & Finger, P.A.

[Letterhead of Richards, Layton & Finger, P.A.]

April 8, 2009

Merrill Lynch Preferred Funding V, L.P.
c/o Merrill Lynch & Co., Inc.
4 World Financial Center
New York, New York 10080

Re: Merrill Lynch Preferred Funding V, L.P.

Ladies and Gentlemen:

We have acted as special Delaware counsel for Merrill Lynch & Co., Inc., a Delaware corporation (the "Company"), and Merrill Lynch Preferred Funding V, L.P., a Delaware limited partnership (the "Partnership"), in connection with the matters set forth herein. At your request, this opinion is being furnished to you.

For purposes of giving the opinions hereinafter set forth, our examination of documents has been limited to the examination of originals or copies of the following:

- (a) The Certificate of Limited Partnership of the Partnership, dated as of January 8, 1998 (the "Certificate"), as filed in the office of the Secretary of State of the State of Delaware (the "Secretary of State") on January 8, 1998;
- (b) The Agreement of Limited Partnership of the Partnership, dated as of January 8, 1998, between the Company, as the general partner, and Merrill Lynch Group, Inc., a Delaware corporation, as the initial limited partner of the Partnership (the "Initial Limited Partner");
- (c) The Post-Effective Amendment No. 1 to the Registration Statement (the "Registration Statement") on Form S-3, to be filed by the Company, the Partnership and others with the Securities and Exchange Commission on April 8, 2009, including a prospectus relating to, inter alia, partnership preferred securities of the Partnership representing limited partner interests in the Partnership (each, a "Partnership Preferred Security" and collectively, the "Partnership Preferred Securities");
- (d) The Amended and Restated Agreement of Limited Partnership of the Partnership (including Annex A thereto), dated as of November 3, 1998 (the "Partnership Agreement"), among the Company, as the general partner, the Initial Limited Partner and such other Persons who become Limited Partners;

(e) A specimen Certificate Evidencing Partnership Preferred Securities of the Partnership, dated November 3, 1998, representing 35,052,000 7.28% Partnership Preferred Securities; and

(f) A Certificate of Good Standing for the Partnership, dated April 2, 2009, obtained from the Secretary of State.

Capitalized terms used herein and not otherwise defined are used as defined in the Partnership Agreement.

For purposes of this opinion, we have not reviewed any documents other than the documents listed in paragraphs (a) through (f) above. In particular, we have not reviewed any document (other than the documents listed in paragraphs (a) through (f) above) that is referred to in or incorporated by reference into the documents reviewed by us. We have assumed that there exists no provision in any document that we have not reviewed that is inconsistent with the opinions stated herein. We have conducted no independent factual investigation of our own but rather have relied solely upon the foregoing documents, the statements and information set forth therein and the additional matters recited or assumed herein, all of which we have assumed to be true, complete and accurate in all material respects.

With respect to all documents examined by us, we have assumed (i) the authenticity of all documents submitted to us as authentic originals, (ii) the conformity with the originals of all documents submitted to us as copies or forms, and (iii) the genuineness of all signatures.

For purposes of this opinion, we have assumed (i) that the Partnership Agreement constitutes the entire agreement among the parties thereto with respect to the subject matter thereof, including with respect to the admission of partners to, and the creation, operation and termination of, the Partnership, and that the Partnership Agreement and the Certificate are in full force and effect and have not been amended, (ii) except to the extent provided in paragraph 1 below, the due creation or the due organization or due formation, as the case may be, and valid existence in good standing of each party to the documents examined by us under the laws of the jurisdiction governing its creation, organization or formation, (iii) the legal capacity of each natural person who is a signatory to the documents examined by us, (iv) that each of the parties to the documents examined by us has the power and authority to execute and deliver, and to perform its obligations under, such documents, (v) that all documents examined by us have been duly authorized, executed and delivered by all parties thereto, (vi) the receipt by the property trustee of Merrill Lynch Preferred Capital Trust V, a Delaware statutory trust (the "Partnership Preferred Security Holder"), of a Certificate Evidencing Partnership Preferred Securities of the Partnership and the payment for the Partnership Preferred Security acquired by it, in accordance with the Partnership Agreement, (vii) that the books and records of the Partnership set forth all information required by the Partnership Agreement and the Delaware Revised Uniform Limited Partnership Act (6 Del.C. § 17-101, *et seq.*) (the "Partnership Act"), including all information with respect to all Persons to be admitted as Partners and their contributions to the Partnership,

and (viii) that the Partnership Preferred Securities were issued and sold to the Partnership Preferred Security Holder in accordance with the Partnership Agreement. We have not participated in the preparation of the Registration Statement and assume no responsibility for its contents.

This opinion is limited to the laws of the State of Delaware (excluding the securities laws of the State of Delaware), and we have not considered and express no opinion on the laws of any other jurisdiction, including federal laws and rules and regulations relating thereto. Our opinions are rendered only with respect to Delaware laws and rules, regulations and orders thereunder that are currently in effect.

Based upon the foregoing, and upon our examination of such questions of law and statutes of the State of Delaware as we have considered necessary or appropriate, and subject to the assumptions, qualifications, limitations and exceptions set forth herein, we are of the opinion that:

1. The Partnership has been duly formed and is validly existing in good standing as a limited partnership under the Partnership Act.
2. The Partnership Preferred Securities represent valid and, subject to the qualifications set forth in paragraph 3 below, fully paid and nonassessable limited partner interests in the Partnership.
3. Assuming that the Partnership Preferred Security Holder, as a limited partner of the Partnership, does not participate in the control of the business of the Partnership, the Partnership Preferred Security Holder, as a limited partner of the Partnership, will have no liability in excess of its obligations to make payments provided for in the Partnership Agreement and its share of the Partnership's assets and undistributed profits (subject to the obligation of the Partnership Preferred Security Holder to repay any funds wrongfully distributed to it).
4. There are no provisions in the Partnership Agreement the inclusion of which, subject to the terms and conditions therein, or, assuming that the Partnership Preferred Security Holder, as a limited partner of the Partnership, takes no action other than actions permitted by the Partnership Agreement, the exercise of which, in accordance with the terms and conditions therein, would cause the Partnership Preferred Security Holder, as a limited partner of the Partnership, to be deemed to be participating in the control of the business of the Partnership.

With respect to the opinions set forth herein, the term "Partnership Preferred Security Holder" does not include a Person acting in its capacity as a general partner of the Partnership.

We consent to the filing of this opinion with the Securities and Exchange Commission as an exhibit to the Registration Statement. In giving the foregoing consent, we do not thereby admit that we come within the category of Persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission thereunder. Except as stated above, without our prior written consent, this opinion may not be furnished or quoted to, or relied upon by, any other Person for any purpose.

Very truly yours,

/s/ Richards, Layton & Finger, P.A.

[Letterhead of Richards, Layton & Finger, P.A.]

April 8, 2009

Merrill Lynch Capital Trust I
c/o Merrill Lynch & Co., Inc.
4 World Financial Center
New York, New York 10080

Re: Merrill Lynch Capital Trust I

Ladies and Gentlemen:

We have acted as special Delaware counsel for Merrill Lynch & Co., Inc., a Delaware corporation (the "Company"), and Merrill Lynch Capital Trust I, a Delaware statutory trust (the "Trust"), in connection with the matters set forth herein. At your request, this opinion is being furnished to you.

For purposes of giving the opinions hereinafter set forth, our examination of documents has been limited to the examination of originals or copies of the following:

(a) The Certificate of Trust of the Trust, dated as of December 5, 2006, as filed in the office of the Secretary of State of the State of Delaware (the "Secretary of State") on December 6, 2006, as amended by the Certificate of Amendment pursuant to Section 3807(e) of the Delaware Statutory Trust Act, as filed in the office of the Secretary of State on January 15, 2008, as further amended by the Certificate of Amendment pursuant to Section 3807(e) of the Delaware Statutory Trust Act, as filed in the office of the Secretary of State on June 30, 2008 (as so amended, the "Certificate");

(b) The Trust Agreement of the Trust, dated as of December 5, 2006, by and among the Company, as sponsor, and the trustees of the Trust named therein;

(c) The Post-Effective Amendment No. 1 to Form S-3 Registration Statement (the "Registration Statement"), to be filed by the Company, the Trust and others with the Securities and Exchange Commission on April 8, 2009, including a prospectus relating, *inter alia*, to the trust preferred securities of the Trust representing undivided beneficial interests in the assets of the Trust (each, a "Capital Security" and collectively, the "Capital Securities");

(d) The Amended and Restated Trust Agreement of the Trust (including Exhibits A and B thereto), dated as of December 14, 2006 (the "Trust Agreement"), among the Company, as the sponsor, the administrators of the Trust named therein, the trustees of the Trust

named therein, and the holders, from time to time, of undivided beneficial interests in the assets of the Trust;

(e) A specimen Capital Security Certificate, dated December 14, 2006, registered in the name of Cede & Co., relating to 42,000,000 of the Trust's Capital Securities; and

(f) A Certificate of Good Standing for the Trust, dated April 2, 2009, obtained from the Secretary of State.

Capitalized terms used herein and not otherwise defined are used as defined in the Trust Agreement.

For purposes of this opinion, we have not reviewed any documents other than the documents listed in paragraphs (a) through (f) above. In particular, we have not reviewed any document (other than the documents listed in paragraphs (a) through (f) above) that is referred to in or incorporated by reference into the documents reviewed by us. We have assumed that there exists no provision in any document that we have not reviewed that is inconsistent with the opinions stated herein. We have conducted no independent factual investigation of our own but rather have relied solely upon the foregoing documents, the statements and information set forth therein and the additional matters recited or assumed herein, all of which we have assumed to be true, complete and accurate in all material respects.

With respect to all documents examined by us, we have assumed (i) the authenticity of all documents submitted to us as authentic originals, (ii) the conformity with the originals of all documents submitted to us as copies or forms, and (iii) the genuineness of all signatures.

For purposes of this opinion, we have assumed (i) that the Trust Agreement constitutes the entire agreement among the parties thereto with respect to the subject matter thereof, including with respect to the creation, operation and termination of the Trust, and that the Trust Agreement and the Certificate are in full force and effect and have not been amended, (ii) except to the extent provided in paragraph 1 below, the due creation or due organization or due formation, as the case may be, and valid existence in good standing of each party to the documents examined by us under the laws of the jurisdiction governing its creation, organization or formation, (iii) the legal capacity of each natural person who is a signatory to the documents examined by us, (iv) that each of the parties to the documents examined by us has the power and authority to execute and deliver, and to perform its obligations under, such documents, (v) the due authorization, execution and delivery by all parties thereto of all documents examined by us, (vi) the receipt by each Person to whom a Capital Security was issued by the Trust (collectively, the "Security Holders") of a Capital Securities Certificate evidencing ownership of such Capital Security and the payment for the Capital Security acquired by it, in accordance with the Trust Agreement, and (vii) that the Capital Securities were issued and sold to the Security Holders in

accordance with the Trust Agreement. We have not participated in the preparation of the Registration Statement and assume no responsibility for its contents.

This opinion is limited to the laws of the State of Delaware (excluding the securities laws of the State of Delaware), and we have not considered and express no opinion on the laws of any other jurisdiction, including federal laws and rules and regulations relating thereto. Our opinions are rendered only with respect to Delaware laws and rules, regulations and orders thereunder that are currently in effect.

Based upon the foregoing, and upon our examination of such questions of law and statutes of the State of Delaware as we have considered necessary or appropriate, and subject to the assumptions, qualifications, limitations and exceptions set forth herein, we are of the opinion that:

1. The Trust has been duly created and is validly existing in good standing as a statutory trust under the Delaware Statutory Trust Act.
2. The Capital Securities represent valid and, subject to the qualifications set forth in paragraph 3 below, fully paid and nonassessable undivided beneficial interests in the assets of the Trust.
3. The Security Holders, as beneficial owners of the Trust, are entitled to the same limitation of personal liability extended to stockholders of private corporations for profit organized under the General Corporation Law of the State of Delaware. We note that the Security Holders may be obligated to make payments as set forth in the Trust Agreement.

We consent to the filing of this opinion with the Securities and Exchange Commission as an exhibit to the Registration Statement. In giving the foregoing consent, we do not thereby admit that we come within the category of Persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission thereunder. Except as stated above, without our prior written consent, this opinion may not be furnished or quoted to, or relied upon by, any other Person for any purpose.

Very truly yours,

/s/ Richards, Layton & Finger, P.A.

[Letterhead of Richards, Layton & Finger, P.A.]

April 8, 2009

Merrill Lynch Capital Trust II
c/o Merrill Lynch & Co., Inc.
4 World Financial Center
New York, New York 10080

Re: Merrill Lynch Capital Trust II

Ladies and Gentlemen:

We have acted as special Delaware counsel for Merrill Lynch & Co., Inc., a Delaware corporation (the "Company"), and Merrill Lynch Capital Trust II, a Delaware statutory trust (the "Trust"), in connection with the matters set forth herein. At your request, this opinion is being furnished to you.

For purposes of giving the opinions hereinafter set forth, our examination of documents has been limited to the examination of originals or copies of the following:

(a) The Certificate of Trust of the Trust, dated as of April 19, 2007, as filed in the office of the Secretary of State of the State of Delaware (the "Secretary of State") on April 19, 2007, as amended by the Certificate of Amendment pursuant to Section 3807(e) of the Delaware Statutory Trust Act, as filed in the office of the Secretary of State on January 15, 2008, as further amended by the Certificate of Amendment pursuant to Section 3807(e) of the Delaware Statutory Trust Act, as filed in the office of the Secretary of State on June 30, 2008 (as so amended, the "Certificate");

(b) The Trust Agreement of the Trust, dated as of April 19, 2007, by and among the Company, as sponsor, and the trustees of the Trust named therein;

(c) The Post-Effective Amendment No. 1 to Form S-3 Registration Statement (the "Registration Statement"), to be filed by the Company, the Trust and others with the Securities and Exchange Commission on April 8, 2009, including a prospectus relating, *inter alia*, to the trust preferred securities of the Trust representing undivided beneficial interests in the assets of the Trust (each, a "Capital Security" and collectively, the "Capital Securities");

(d) The Amended and Restated Trust Agreement of the Trust (including Exhibits A and B thereto), dated as of May 2, 2007 (the "Trust Agreement"), among the Company, as the sponsor, the administrators of the Trust named therein, the trustees of the Trust

named therein, and the holders, from time to time, of undivided beneficial interests in the assets of the Trust;

- (e) A specimen Capital Security Certificate, dated May 2, 2007, registered in the name of Cede & Co., relating to 20,000,000 of the Trust's Capital Securities;
- (f) A specimen Capital Security Certificate, dated May 2, 2009, registered in the name of Cede & Co., relating to 18,000,000 of the Trust's Capital Securities; and
- (g) A Certificate of Good Standing for the Trust, dated April 2, 2009, obtained from the Secretary of State.

Capitalized terms used herein and not otherwise defined are used as defined in the Trust Agreement.

For purposes of this opinion, we have not reviewed any documents other than the documents listed in paragraphs (a) through (g) above. In particular, we have not reviewed any document (other than the documents listed in paragraphs (a) through (g) above) that is referred to in or incorporated by reference into the documents reviewed by us. We have assumed that there exists no provision in any document that we have not reviewed that is inconsistent with the opinions stated herein. We have conducted no independent factual investigation of our own but rather have relied solely upon the foregoing documents, the statements and information set forth therein and the additional matters recited or assumed herein, all of which we have assumed to be true, complete and accurate in all material respects.

With respect to all documents examined by us, we have assumed (i) the authenticity of all documents submitted to us as authentic originals, (ii) the conformity with the originals of all documents submitted to us as copies or forms, and (iii) the genuineness of all signatures.

For purposes of this opinion, we have assumed (i) that the Trust Agreement constitutes the entire agreement among the parties thereto with respect to the subject matter thereof, including with respect to the creation, operation and termination of the Trust, and that the Trust Agreement and the Certificate are in full force and effect and have not been amended, (ii) except to the extent provided in paragraph 1 below, the due creation or due organization or due formation, as the case may be, and valid existence in good standing of each party to the documents examined by us under the laws of the jurisdiction governing its creation, organization or formation, (iii) the legal capacity of each natural person who is a signatory to the documents examined by us, (iv) that each of the parties to the documents examined by us has the power and authority to execute and deliver, and to perform its obligations under, such documents, (v) the due authorization, execution and delivery by all parties thereto of all documents examined by us, (vi) the receipt by each Person to whom a Capital Security was issued by the Trust (collectively, the "Security Holders") of a Capital Securities Certificate evidencing ownership of such Capital Security and the payment for the Capital Security acquired by it, in accordance with the Trust

Agreement, and (vii) that the Capital Securities were issued and sold to the Security Holders in accordance with the Trust Agreement. We have not participated in the preparation of the Registration Statement and assume no responsibility for its contents.

This opinion is limited to the laws of the State of Delaware (excluding the securities laws of the State of Delaware), and we have not considered and express no opinion on the laws of any other jurisdiction, including federal laws and rules and regulations relating thereto. Our opinions are rendered only with respect to Delaware laws and rules, regulations and orders thereunder that are currently in effect.

Based upon the foregoing, and upon our examination of such questions of law and statutes of the State of Delaware as we have considered necessary or appropriate, and subject to the assumptions, qualifications, limitations and exceptions set forth herein, we are of the opinion that:

1. The Trust has been duly created and is validly existing in good standing as a statutory trust under the Delaware Statutory Trust Act.
2. The Capital Securities represent valid and, subject to the qualifications set forth in paragraph 3 below, fully paid and nonassessable undivided beneficial interests in the assets of the Trust.
3. The Security Holders, as beneficial owners of the Trust, are entitled to the same limitation of personal liability extended to stockholders of private corporations for profit organized under the General Corporation Law of the State of Delaware. We note that the Security Holders may be obligated to make payments as set forth in the Trust Agreement.

We consent to the filing of this opinion with the Securities and Exchange Commission as an exhibit to the Registration Statement. In giving the foregoing consent, we do not thereby admit that we come within the category of Persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission thereunder. Except as stated above, without our prior written consent, this opinion may not be furnished or quoted to, or relied upon by, any other Person for any purpose.

Very truly yours,

/s/ Richards, Layton & Finger, P.A.

[Letterhead of Richards, Layton & Finger, P.A.]

April 8, 2009

Merrill Lynch Capital Trust III
c/o Merrill Lynch & Co., Inc.
4 World Financial Center
New York, New York 10080

Re: Merrill Lynch Capital Trust III

Ladies and Gentlemen:

We have acted as special Delaware counsel for Merrill Lynch & Co., Inc., a Delaware corporation (the "Company"), and Merrill Lynch Capital Trust III, a Delaware statutory trust (the "Trust"), in connection with the matters set forth herein. At your request, this opinion is being furnished to you.

For purposes of giving the opinions hereinafter set forth, our examination of documents has been limited to the examination of originals or copies of the following:

(a) The Certificate of Trust of the Trust, dated as of August 9, 2007, as filed in the office of the Secretary of State of the State of Delaware (the "Secretary of State") on August 9, 2007, as amended by the Certificate of Amendment pursuant to Section 3807(e) of the Delaware Statutory Trust Act, as filed in the office of the Secretary of State on January 15, 2008, as further amended by the Certificate of Amendment pursuant to Section 3807(e) of the Delaware Statutory Trust Act, as filed in the office of the Secretary of State on June 30, 2008 (as so amended, the "Certificate");

(b) The Trust Agreement of the Trust, dated as of August 9, 2007, by and among the Company, as sponsor, and the trustees of the Trust named therein;

(c) The Post-Effective Amendment No. 1 to Form S-3 Registration Statement (the "Registration Statement"), to be filed by the Company, the Trust and others with the Securities and Exchange Commission on April 8, 2009, including a prospectus relating, *inter alia*, to the trust preferred securities of the Trust representing undivided beneficial interests in the assets of the Trust (each, a "Capital Security" and collectively, the "Capital Securities");

(d) The Amended and Restated Trust Agreement of the Trust (including Exhibits A and B thereto), dated as of August 22, 2007 (the "Trust Agreement"), among the Company, as the sponsor, the administrators of the Trust named therein, the trustees of the Trust

named therein, and the holders, from time to time, of undivided beneficial interests in the assets of the Trust;

- (e) A specimen Capital Security Certificate, dated August 22, 2007, registered in the name of Cede & Co., relating to 20,000,000 of the Trust's Capital Securities;
- (f) A specimen Capital Security Certificate, dated August 22, 2007, registered in the name of Cede & Co., relating to 10,000,000 of the Trust's Capital Securities; and
- (g) A Certificate of Good Standing for the Trust, dated April 2, 2009, obtained from the Secretary of State.

Capitalized terms used herein and not otherwise defined are used as defined in the Trust Agreement.

For purposes of this opinion, we have not reviewed any documents other than the documents listed in paragraphs (a) through (g) above. In particular, we have not reviewed any document (other than the documents listed in paragraphs (a) through (g) above) that is referred to in or incorporated by reference into the documents reviewed by us. We have assumed that there exists no provision in any document that we have not reviewed that is inconsistent with the opinions stated herein. We have conducted no independent factual investigation of our own but rather have relied solely upon the foregoing documents, the statements and information set forth therein and the additional matters recited or assumed herein, all of which we have assumed to be true, complete and accurate in all material respects.

With respect to all documents examined by us, we have assumed (i) the authenticity of all documents submitted to us as authentic originals, (ii) the conformity with the originals of all documents submitted to us as copies or forms, and (iii) the genuineness of all signatures.

For purposes of this opinion, we have assumed (i) that the Trust Agreement constitutes the entire agreement among the parties thereto with respect to the subject matter thereof, including with respect to the creation, operation and termination of the Trust, and that the Trust Agreement and the Certificate are in full force and effect and have not been amended, (ii) except to the extent provided in paragraph 1 below, the due creation or due organization or due formation, as the case may be, and valid existence in good standing of each party to the documents examined by us under the laws of the jurisdiction governing its creation, organization or formation, (iii) the legal capacity of each natural person who is a signatory to the documents examined by us, (iv) that each of the parties to the documents examined by us has the power and authority to execute and deliver, and to perform its obligations under, such documents, (v) the due authorization, execution and delivery by all parties thereto of all documents examined by us, (vi) the receipt by each Person to whom a Capital Security was issued by the Trust (collectively, the "Security Holders") of a Capital Securities Certificate evidencing ownership of such Capital Security and the payment for the Capital Security acquired by it, in accordance with the Trust

Agreement, and (vii) that the Capital Securities were issued and sold to the Security Holders in accordance with the Trust Agreement. We have not participated in the preparation of the Registration Statement and assume no responsibility for its contents.

This opinion is limited to the laws of the State of Delaware (excluding the securities laws of the State of Delaware), and we have not considered and express no opinion on the laws of any other jurisdiction, including federal laws and rules and regulations relating thereto. Our opinions are rendered only with respect to Delaware laws and rules, regulations and orders thereunder that are currently in effect.

Based upon the foregoing, and upon our examination of such questions of law and statutes of the State of Delaware as we have considered necessary or appropriate, and subject to the assumptions, qualifications, limitations and exceptions set forth herein, we are of the opinion that:

1. The Trust has been duly created and is validly existing in good standing as a statutory trust under the Delaware Statutory Trust Act.
2. The Capital Securities represent valid and, subject to the qualifications set forth in paragraph 3 below, fully paid and nonassessable undivided beneficial interests in the assets of the Trust.
3. The Security Holders, as beneficial owners of the Trust, are entitled to the same limitation of personal liability extended to stockholders of private corporations for profit organized under the General Corporation Law of the State of Delaware. We note that the Security Holders may be obligated to make payments as set forth in the Trust Agreement.

We consent to the filing of this opinion with the Securities and Exchange Commission as an exhibit to the Registration Statement. In giving the foregoing consent, we do not thereby admit that we come within the category of Persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission thereunder. Except as stated above, without our prior written consent, this opinion may not be furnished or quoted to, or relied upon by, any other Person for any purpose.

Very truly yours,

/s/ Richards, Layton & Finger, P.A.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Post-Effective Amendment No. 1 to Registration Statement No. 333-158302 on Form S-3 of our reports dated February 23, 2009, relating to the consolidated financial statements and the related financial statement schedule of Merrill Lynch & Co., Inc. and subsidiaries ("Merrill Lynch") (which reports express an unqualified opinion on those financial statements, and include explanatory paragraphs regarding (1) the changes in accounting methods in 2007 relating to the adoption of Statement of Financial Accounting Standards No. 157, "*Fair Value Measurements*," 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 (2) Merrill Lynch becoming a wholly-owned subsidiary of Bank of America Corporation on January 1, 2009), and the effectiveness of Merrill Lynch's internal control over financial reporting (which report expresses an adverse opinion on the effectiveness of Merrill Lynch's internal control over financial reporting because of material weaknesses), appearing in the Annual Report on Form 10-K of Merrill Lynch for the year ended December 26, 2008, and to the reference to us under the heading "Experts" in the Prospectus, which is part of this Registration Statement.

/s/ DELOITTE & TOUCHE LLP

New York, New York
April 8, 2009

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Post-Effective Amendment No. 1 to Registration Statement No. 333-158302 on Form S-3 of our reports dated March 25, 2009, relating to the financial statements of Merrill Lynch Preferred Capital Trust III and Merrill Lynch Preferred Funding III, L.P. (which reports express unqualified opinions on those financial statements, and include an explanatory paragraph regarding Merrill Lynch & Co., Inc. becoming a wholly-owned subsidiary of Bank of America Corporation on January 1, 2009) appearing in the Annual Report on Form 10-K of Merrill Lynch Preferred Capital Trust III and Merrill Lynch Preferred Funding III, L.P. for the year ended December 26, 2008, and to the reference to us under the heading "Experts" in the Prospectus, which is part of this Registration Statement.

/s/ DELOITTE & TOUCHE LLP

New York, New York
April 8, 2009

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Post-Effective Amendment No. 1 to Registration Statement No. 333-158302 on Form S-3 of our reports dated March 25, 2009, relating to the financial statements of Merrill Lynch Preferred Capital Trust IV and Merrill Lynch Preferred Funding IV, L.P. (which reports express unqualified opinions on those financial statements, and include an explanatory paragraph regarding Merrill Lynch & Co., Inc. becoming a wholly-owned subsidiary of Bank of America Corporation on January 1, 2009) appearing in the Annual Report on Form 10-K of Merrill Lynch Preferred Capital Trust IV and Merrill Lynch Preferred Funding IV, L.P. for the year ended December 26, 2008, and to the reference to us under the heading "Experts" in the Prospectus, which is part of this Registration Statement.

/s/ DELOITTE & TOUCHE LLP

New York, New York
April 8, 2009

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Post-Effective Amendment No. 1 to Registration Statement No. 333-158302 on Form S-3 of our reports dated March 25, 2009, relating to the financial statements of Merrill Lynch Preferred Capital Trust V and Merrill Lynch Preferred Funding V, L.P. (which reports express unqualified opinions on those financial statements, and include an explanatory paragraph regarding Merrill Lynch & Co., Inc. becoming a wholly-owned subsidiary of Bank of America Corporation on January 1, 2009) appearing in the Annual Report on Form 10-K of Merrill Lynch Preferred Capital Trust V and Merrill Lynch Preferred Funding V, L.P. for the year ended December 26, 2008, and to the reference to us under the heading "Experts" in the Prospectus, which is part of this Registration Statement.

/s/ DELOITTE & TOUCHE LLP

New York, New York
April 8, 2009

FORM T-1

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

**CHECK IF AN APPLICATION TO DETERMINE
ELIGIBILITY OF A TRUSTEE PURSUANT TO
SECTION 305(b)(2)**

THE BANK OF NEW YORK MELLON

(Exact name of trustee as specified in its charter)

New York
(State of incorporation
if not a U.S. national bank)

13-5160382
(I.R.S. employer
identification no.)

One Wall Street, New York, N.Y.
(Address of principal executive offices)

10286
(Zip code)

MERRILL LYNCH & CO., INC.
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

13-2740599
(I.R.S. employer
identification no.)

4 World Financial Center
New York, New York
(Address of principal executive offices)

10080
(Zip code)

Junior Subordinated Debt Securities
(Title of the indenture securities)

1. General information. Furnish the following information as to the Trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

<u>Name</u>	<u>Address</u>
Superintendent of Banks of the State of New York	One State Street, New York, N.Y. 10004-1417, and Albany, N.Y. 12223
Federal Reserve Bank of New York	33 Liberty Street, New York, N.Y. 10045
Federal Deposit Insurance Corporation	Washington, D.C. 20429
New York Clearing House Association	New York, New York 10005

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the Organization Certificate of The Bank of New York Mellon (formerly known as The Bank of New York, itself formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672, Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637, Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121195 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152735).

-
4. A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-121195).
 6. The consent of the Trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152735).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 27th day of March, 2009.

THE BANK OF NEW YORK MELLON

By: /S/ FRANCA M. FERRERA

Name: FRANCA M. FERRERA

Title: ASSISTANT VICE PRESIDENT

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON

of One Wall Street, New York, N.Y. 10286
And Foreign and Domestic Subsidiaries,

a member of the Federal Reserve System, at the close of business December 31, 2008, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

	Dollar Amounts In Thousands
ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	4,440,000
Interest-bearing balances	87,807,000
Securities:	
Held-to-maturity securities	7,327,000
Available-for-sale securities	32,572,000
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold in domestic offices	373,000
Securities purchased under agreements to resell	0
Loans and lease financing receivables:	
Loans and leases held for sale	0
Loans and leases, net of unearned income	32,827,000
LESS: Allowance for loan and lease losses	357,000
Loans and leases, net of unearned income and allowance	32,470,000
Trading assets	10,665,000
Premises and fixed assets (including capitalized leases)	1,098,000
Other real estate owned	8,000
Investments in unconsolidated subsidiaries and associated companies	795,000
Not applicable	
Intangible assets:	
Goodwill	4,908,000
Other intangible assets	1,606,000
Other assets	11,095,000
Total assets	195,164,000

LIABILITIES	
Deposits:	
In domestic offices	85,286,000
Noninterest-bearing	54,008,000
Interest-bearing	31,278,000
In foreign offices, Edge and Agreement subsidiaries, and IBFs	72,497,000
Noninterest-bearing	1,558,000
Interest-bearing	70,939,000
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased in domestic offices	454,000
Securities sold under agreements to repurchase	75,000
Trading liabilities	8,365,000
Other borrowed money:	
(includes mortgage indebtedness and obligations under capitalized leases)	6,256,000
Not applicable	
Not applicable	
Subordinated notes and debentures	3,490,000
Other liabilities	7,018,000
Total liabilities	<u>183,441,000</u>
Minority interest in consolidated subsidiaries	350,000
EQUITY CAPITAL	
Perpetual preferred stock and related surplus	0
Common stock	1,135,000
Surplus (exclude all surplus related to preferred stock)	8,276,000
Retained earnings	6,810,000
Accumulated other comprehensive income	-4,848,000
Other equity capital components	0
Total equity capital	<u>11,373,000</u>
Total liabilities, minority interest, and equity capital	<u>195,164,000</u>

I, Thomas P. Gibbons, Chief Financial Officer of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Thomas P. Gibbons,
Chief Financial Officer

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Gerald L. Hassell
Steven G. Elliott
Robert P. Kelly

]

Directors

FORM T-1

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

**CHECK IF AN APPLICATION TO DETERMINE
ELIGIBILITY OF A TRUSTEE PURSUANT TO
SECTION 305(b)(2)**

THE BANK OF NEW YORK MELLON

(Exact name of trustee as specified in its charter)

New York
(State of incorporation
if not a U.S. national bank)

13-5160382
(I.R.S. employer
identification no.)

One Wall Street, New York, N.Y.
(Address of principal executive offices)

10286
(Zip code)

MERRILL LYNCH PREFERRED CAPITAL TRUST III

(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

13-7139561
(I.R.S. employer
identification no.)

4 World Financial Center
New York, New York
(Address of principal executive offices)

10080
(Zip code)

Trust Originated Preferred Securities

(Title of the indenture securities)

1. General information. Furnish the following information as to the Trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

<u>Name</u>	<u>Address</u>
Superintendent of Banks of the State of New York	One State Street, New York, N.Y. 10004-1417, and Albany, N.Y. 12223
Federal Reserve Bank of New York	33 Liberty Street, New York, N.Y. 10045
Federal Deposit Insurance Corporation	Washington, D.C. 20429
New York Clearing House Association	New York, New York 10005

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the Organization Certificate of The Bank of New York Mellon (formerly known as The Bank of New York, itself formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672, Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637, Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121195 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152735).

-
4. A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-121195).
 6. The consent of the Trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152735).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 27th day of March, 2009.

THE BANK OF NEW YORK MELLON

By: /S/ FRANCA M. FERRERA

Name: FRANCA M. FERRERA

Title: ASSISTANT VICE PRESIDENT

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON

of One Wall Street, New York, N.Y. 10286
And Foreign and Domestic Subsidiaries,

a member of the Federal Reserve System, at the close of business December 31, 2008, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

	Dollar Amounts In Thousands
ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	4,440,000
Interest-bearing balances	87,807,000
Securities:	
Held-to-maturity securities	7,327,000
Available-for-sale securities	32,572,000
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold in domestic offices	373,000
Securities purchased under agreements to resell	0
Loans and lease financing receivables:	
Loans and leases held for sale	0
Loans and leases, net of unearned income	32,827,000
LESS: Allowance for loan and lease losses	357,000
Loans and leases, net of unearned income and allowance	32,470,000
Trading assets	10,665,000
Premises and fixed assets (including capitalized leases)	1,098,000
Other real estate owned	8,000
Investments in unconsolidated subsidiaries and associated companies	795,000
Not applicable	
Intangible assets:	
Goodwill	4,908,000
Other intangible assets	1,606,000
Other assets	11,095,000
Total assets	195,164,000

LIABILITIES	
Deposits:	
In domestic offices	85,286,000
Noninterest-bearing	54,008,000
Interest-bearing	31,278,000
In foreign offices, Edge and Agreement subsidiaries, and IBFs	72,497,000
Noninterest-bearing	1,558,000
Interest-bearing	70,939,000
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased in domestic offices	454,000
Securities sold under agreements to repurchase	75,000
Trading liabilities	8,365,000
Other borrowed money:	
(includes mortgage indebtedness and obligations under capitalized leases)	6,256,000
Not applicable	
Not applicable	
Subordinated notes and debentures	3,490,000
Other liabilities	7,018,000
Total liabilities	<u>183,441,000</u>
Minority interest in consolidated subsidiaries	350,000
EQUITY CAPITAL	
Perpetual preferred stock and related surplus	0
Common stock	1,135,000
Surplus (exclude all surplus related to preferred stock)	8,276,000
Retained earnings	6,810,000
Accumulated other comprehensive income	-4,848,000
Other equity capital components	0
Total equity capital	<u>11,373,000</u>
Total liabilities, minority interest, and equity capital	<u>195,164,000</u>

I, Thomas P. Gibbons, Chief Financial Officer of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Thomas P. Gibbons,
Chief Financial Officer

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Gerald L. Hassell
Steven G. Elliott
Robert P. Kelly

]

Directors

FORM T-1

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

**CHECK IF AN APPLICATION TO DETERMINE
ELIGIBILITY OF A TRUSTEE PURSUANT TO
SECTION 305(b)(2)**

THE BANK OF NEW YORK MELLON

(Exact name of trustee as specified in its charter)

New York
(State of incorporation
if not a U.S. national bank)

13-5160382
(I.R.S. employer
identification no.)

One Wall Street, New York, N.Y.
(Address of principal executive offices)

10286
(Zip code)

MERRILL LYNCH PREFERRED CAPITAL TRUST IV

(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

13-7139562
(I.R.S. employer
identification no.)

4 World Financial Center
New York, New York
(Address of principal executive offices)

10080
(Zip code)

Trust Originated Preferred Securities

(Title of the indenture securities)

1. General information. Furnish the following information as to the Trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

<u>Name</u>	<u>Address</u>
Superintendent of Banks of the State of New York	One State Street, New York, N.Y. 10004-1417, and Albany, N.Y. 12223
Federal Reserve Bank of New York	33 Liberty Street, New York, N.Y. 10045
Federal Deposit Insurance Corporation	Washington, D.C. 20429
New York Clearing House Association	New York, New York 10005

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the Organization Certificate of The Bank of New York Mellon (formerly known as The Bank of New York, itself formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672, Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637, Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121195 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152735).

-
4. A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-121195).
 6. The consent of the Trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152735).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 27th day of March, 2009.

THE BANK OF NEW YORK MELLON

By: /S/ FRANCA M. FERRERA
Name: FRANCA M. FERRERA
Title: ASSISTANT VICE PRESIDENT

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON

of One Wall Street, New York, N.Y. 10286
And Foreign and Domestic Subsidiaries,

a member of the Federal Reserve System, at the close of business December 31, 2008, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

	Dollar Amounts In Thousands
ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	4,440,000
Interest-bearing balances	87,807,000
Securities:	
Held-to-maturity securities	7,327,000
Available-for-sale securities	32,572,000
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold in domestic offices	373,000
Securities purchased under agreements to resell	0
Loans and lease financing receivables:	
Loans and leases held for sale	0
Loans and leases, net of unearned income	32,827,000
LESS: Allowance for loan and lease losses	357,000
Loans and leases, net of unearned income and allowance	32,470,000
Trading assets	10,665,000
Premises and fixed assets (including capitalized leases)	1,098,000
Other real estate owned	8,000
Investments in unconsolidated subsidiaries and associated companies	795,000
Not applicable	
Intangible assets:	
Goodwill	4,908,000
Other intangible assets	1,606,000
Other assets	11,095,000
Total assets	195,164,000

LIABILITIES	
Deposits:	
In domestic offices	85,286,000
Noninterest-bearing	54,008,000
Interest-bearing	31,278,000
In foreign offices, Edge and Agreement subsidiaries, and IBFs	72,497,000
Noninterest-bearing	1,558,000
Interest-bearing	70,939,000
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased in domestic offices	454,000
Securities sold under agreements to repurchase	75,000
Trading liabilities	8,365,000
Other borrowed money:	
(includes mortgage indebtedness and obligations under capitalized leases)	6,256,000
Not applicable	
Not applicable	
Subordinated notes and debentures	3,490,000
Other liabilities	7,018,000
Total liabilities	<u>183,441,000</u>
Minority interest in consolidated subsidiaries	350,000
EQUITY CAPITAL	
Perpetual preferred stock and related surplus	0
Common stock	1,135,000
Surplus (exclude all surplus related to preferred stock)	8,276,000
Retained earnings	6,810,000
Accumulated other comprehensive income	-4,848,000
Other equity capital components	0
Total equity capital	<u>11,373,000</u>
Total liabilities, minority interest, and equity capital	<u>195,164,000</u>

I, Thomas P. Gibbons, Chief Financial Officer of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Thomas P. Gibbons,
Chief Financial Officer

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Gerald L. Hassell
Steven G. Elliott
Robert P. Kelly

]

Directors

FORM T-1

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

**CHECK IF AN APPLICATION TO DETERMINE
ELIGIBILITY OF A TRUSTEE PURSUANT TO
SECTION 305(b)(2)**

THE BANK OF NEW YORK MELLON

(Exact name of trustee as specified in its charter)

New York
(State of incorporation
if not a U.S. national bank)

13-5160382
(I.R.S. employer
identification no.)

One Wall Street, New York, N.Y.
(Address of principal executive offices)

10286
(Zip code)

MERRILL LYNCH PREFERRED CAPITAL TRUST V
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

13-7140866
(I.R.S. employer
identification no.)

4 World Financial Center
New York, New York
(Address of principal executive offices)

10080
(Zip code)

Trust Originated Preferred Securities
(Title of the indenture securities)

1. General information. Furnish the following information as to the Trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

<u>Name</u>	<u>Address</u>
Superintendent of Banks of the State of New York	One State Street, New York, N.Y. 10004-1417, and Albany, N.Y. 12223
Federal Reserve Bank of New York	33 Liberty Street, New York, N.Y. 10045
Federal Deposit Insurance Corporation	Washington, D.C. 20429
New York Clearing House Association	New York, New York 10005

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the Organization Certificate of The Bank of New York Mellon (formerly known as The Bank of New York, itself formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672, Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637, Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121195 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152735).

-
4. A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-121195).
 6. The consent of the Trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152735).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 27th day of March, 2009.

THE BANK OF NEW YORK MELLON

By: /S/ FRANCA M. FERRERA
Name: FRANCA M. FERRERA
Title: ASSISTANT VICE PRESIDENT

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON

of One Wall Street, New York, N.Y. 10286
And Foreign and Domestic Subsidiaries,

a member of the Federal Reserve System, at the close of business December 31, 2008, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

	Dollar Amounts In Thousands
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Loans and leases held for sale	0
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Loans and leases, net of unearned income and allowance	32,470,000
Trading assets	10,665,000
Premises and fixed assets (including capitalized leases)	1,098,000
Other real estate owned	8,000
Investments in unconsolidated subsidiaries and associated companies	795,000
Not applicable	
Intangible assets:	
Goodwill	4,908,000
Other intangible assets	1,606,000
Other assets	11,095,000
Total assets	195,164,000

LIABILITIES	
Deposits:	
In domestic offices	85,286,000
Noninterest-bearing	54,008,000
Interest-bearing	31,278,000
In foreign offices, Edge and Agreement subsidiaries, and IBFs	72,497,000
Noninterest-bearing	1,558,000
Interest-bearing	70,939,000
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased in domestic offices	454,000
Securities sold under agreements to repurchase	75,000
Trading liabilities	8,365,000
Other borrowed money:	
(includes mortgage indebtedness and obligations under capitalized leases)	6,256,000
Not applicable	
Not applicable	
Subordinated notes and debentures	3,490,000
Other liabilities	7,018,000
Total liabilities	<u>183,441,000</u>
Minority interest in consolidated subsidiaries	350,000
EQUITY CAPITAL	
Perpetual preferred stock and related surplus	0
Common stock	1,135,000
Surplus (exclude all surplus related to preferred stock)	8,276,000
Retained earnings	6,810,000
Accumulated other comprehensive income	-4,848,000
Other equity capital components	0
Total equity capital	<u>11,373,000</u>
Total liabilities, minority interest, and equity capital	<u>195,164,000</u>

I, Thomas P. Gibbons, Chief Financial Officer of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Thomas P. Gibbons,
Chief Financial Officer

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Gerald L. Hassell
Steven G. Elliott
Robert P. Kelly



Directors

FORM T-1

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

**CHECK IF AN APPLICATION TO DETERMINE
ELIGIBILITY OF A TRUSTEE PURSUANT TO
SECTION 305(b)(2)**

THE BANK OF NEW YORK MELLON

(Exact name of trustee as specified in its charter)

New York
(State of incorporation
if not a U.S. national bank)

13-5160382
(I.R.S. employer
identification no.)

One Wall Street, New York, N.Y.
(Address of principal executive offices)

10286
(Zip code)

MERRILL LYNCH CAPITAL TRUST I
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-5981594
(I.R.S. employer
identification no.)

4 World Financial Center
New York, New York
(Address of principal executive offices)

10080
(Zip code)

Trust Preferred Securities
(Title of the indenture securities)

1. General information. Furnish the following information as to the Trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

<u>Name</u>	<u>Address</u>
Superintendent of Banks of the State of New York	One State Street, New York, N.Y. 10004-1417, and Albany, N.Y. 12223
Federal Reserve Bank of New York	33 Liberty Street, New York, N.Y. 10045
Federal Deposit Insurance Corporation	Washington, D.C. 20429
New York Clearing House Association	New York, New York 10005

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the Organization Certificate of The Bank of New York Mellon (formerly known as The Bank of New York, itself formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672, Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637, Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121195 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152735).

-
4. A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-121195).
 6. The consent of the Trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152735).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 27th day of March, 2009.

THE BANK OF NEW YORK MELLON

By: /S/ FRANCA M. FERRERA

Name: FRANCA M. FERRERA

Title: ASSISTANT VICE PRESIDENT

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON

of One Wall Street, New York, N.Y. 10286
And Foreign and Domestic Subsidiaries,

a member of the Federal Reserve System, at the close of business December 31, 2008, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

	Dollar Amounts In Thousands
ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	4,440,000
Interest-bearing balances	87,807,000
Securities:	
Held-to-maturity securities	7,327,000
Available-for-sale securities	32,572,000
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold in domestic offices	373,000
Securities purchased under agreements to resell	0
Loans and lease financing receivables:	
Loans and leases held for sale	0
Loans and leases, net of unearned income	32,827,000
LESS: Allowance for loan and lease losses	357,000
Loans and leases, net of unearned income and allowance	32,470,000
Trading assets	10,665,000
Premises and fixed assets (including capitalized leases)	1,098,000
Other real estate owned	8,000
Investments in unconsolidated subsidiaries and associated companies	795,000
Not applicable	
Intangible assets:	
Goodwill	4,908,000
Other intangible assets	1,606,000
Other assets	11,095,000
Total assets	195,164,000

LIABILITIES	
Deposits:	
In domestic offices	85,286,000
Noninterest-bearing	54,008,000
Interest-bearing	31,278,000
In foreign offices, Edge and Agreement subsidiaries, and IBFs	72,497,000
Noninterest-bearing	1,558,000
Interest-bearing	70,939,000
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased in domestic offices	454,000
Securities sold under agreements to repurchase	75,000
Trading liabilities	8,365,000
Other borrowed money:	
(includes mortgage indebtedness and obligations under capitalized leases)	6,256,000
Not applicable	
Not applicable	
Subordinated notes and debentures	3,490,000
Other liabilities	7,018,000
Total liabilities	<u>183,441,000</u>
Minority interest in consolidated subsidiaries	350,000
EQUITY CAPITAL	
Perpetual preferred stock and related surplus	0
Common stock	1,135,000
Surplus (exclude all surplus related to preferred stock)	8,276,000
Retained earnings	6,810,000
Accumulated other comprehensive income	-4,848,000
Other equity capital components	0
Total equity capital	<u>11,373,000</u>
Total liabilities, minority interest, and equity capital	<u>195,164,000</u>

I, Thomas P. Gibbons, Chief Financial Officer of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Thomas P. Gibbons,
Chief Financial Officer

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Gerald L. Hassell
Steven G. Elliott
Robert P. Kelly

]

Directors

FORM T-1

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

**CHECK IF AN APPLICATION TO DETERMINE
ELIGIBILITY OF A TRUSTEE PURSUANT TO
SECTION 305(b)(2)**

THE BANK OF NEW YORK MELLON

(Exact name of trustee as specified in its charter)

New York
(State of incorporation
if not a U.S. national bank)

13-5160382
(I.R.S. employer
identification no.)

One Wall Street, New York, N.Y.
(Address of principal executive offices)

10286
(Zip code)

MERRILL LYNCH CAPITAL TRUST II
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-8880175
(I.R.S. employer
identification no.)

4 World Financial Center
New York, New York
(Address of principal executive offices)

10080
(Zip code)

Trust Preferred Securities
(Title of the indenture securities)

1. General information. Furnish the following information as to the Trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

<u>Name</u>	<u>Address</u>
Superintendent of Banks of the State of New York	One State Street, New York, N.Y. 10004-1417, and Albany, N.Y. 12223
Federal Reserve Bank of New York	33 Liberty Street, New York, N.Y. 10045
Federal Deposit Insurance Corporation	Washington, D.C. 20429
New York Clearing House Association	New York, New York 10005

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the Organization Certificate of The Bank of New York Mellon (formerly known as The Bank of New York, itself formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672, Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637, Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121195 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152735).

-
4. A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-121195).
 6. The consent of the Trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152735).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 27th day of March, 2009.

THE BANK OF NEW YORK MELLON

By: /S/ FRANCA M. FERRERA

Name: FRANCA M. FERRERA

Title: ASSISTANT VICE PRESIDENT

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON

of One Wall Street, New York, N.Y. 10286
And Foreign and Domestic Subsidiaries,

a member of the Federal Reserve System, at the close of business December 31, 2008, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

	Dollar Amounts In Thousands
ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	4,440,000
Interest-bearing balances	87,807,000
Securities:	
Held-to-maturity securities	7,327,000
Available-for-sale securities	32,572,000
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold in domestic offices	373,000
Securities purchased under agreements to resell	0
Loans and lease financing receivables:	
Loans and leases held for sale	0
Loans and leases, net of unearned income	32,827,000
LESS: Allowance for loan and lease losses	357,000
Loans and leases, net of unearned income and allowance	32,470,000
Trading assets	10,665,000
Premises and fixed assets (including capitalized leases)	1,098,000
Other real estate owned	8,000
Investments in unconsolidated subsidiaries and associated companies	795,000
Not applicable	
Intangible assets:	
Goodwill	4,908,000
Other intangible assets	1,606,000
Other assets	11,095,000
Total assets	195,164,000

LIABILITIES	
Deposits:	
In domestic offices	85,286,000
Noninterest-bearing	54,008,000
Interest-bearing	31,278,000
In foreign offices, Edge and Agreement subsidiaries, and IBFs	72,497,000
Noninterest-bearing	1,558,000
Interest-bearing	70,939,000
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased in domestic offices	454,000
Securities sold under agreements to repurchase	75,000
Trading liabilities	8,365,000
Other borrowed money:	
(includes mortgage indebtedness and obligations under capitalized leases)	6,256,000
Not applicable	
Not applicable	
Subordinated notes and debentures	3,490,000
Other liabilities	7,018,000
Total liabilities	<u>183,441,000</u>
Minority interest in consolidated subsidiaries	350,000
EQUITY CAPITAL	
Perpetual preferred stock and related surplus	0
Common stock	1,135,000
Surplus (exclude all surplus related to preferred stock)	8,276,000
Retained earnings	6,810,000
Accumulated other comprehensive income	-4,848,000
Other equity capital components	0
Total equity capital	<u>11,373,000</u>
Total liabilities, minority interest, and equity capital	<u>195,164,000</u>

I, Thomas P. Gibbons, Chief Financial Officer of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Thomas P. Gibbons,
Chief Financial Officer

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Gerald L. Hassell
Steven G. Elliott
Robert P. Kelly

]

Directors

FORM T-1

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

**CHECK IF AN APPLICATION TO DETERMINE
ELIGIBILITY OF A TRUSTEE PURSUANT TO
SECTION 305(b)(2)**

THE BANK OF NEW YORK MELLON

(Exact name of trustee as specified in its charter)

New York
(State of incorporation
if not a U.S. national bank)

13-5160382
(I.R.S. employer
identification no.)

One Wall Street, New York, N.Y.
(Address of principal executive offices)

10286
(Zip code)

MERRILL LYNCH CAPITAL TRUST III
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

26-0688620
(I.R.S. employer
identification no.)

4 World Financial Center
New York, New York
(Address of principal executive offices)

10080
(Zip code)

Trust Preferred Securities
(Title of the indenture securities)

1. General information. Furnish the following information as to the Trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

<u>Name</u>	<u>Address</u>
Superintendent of Banks of the State of New York	One State Street, New York, N.Y. 10004-1417, and Albany, N.Y. 12223
Federal Reserve Bank of New York	33 Liberty Street, New York, N.Y. 10045
Federal Deposit Insurance Corporation	Washington, D.C. 20429
New York Clearing House Association	New York, New York 10005

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the Organization Certificate of The Bank of New York Mellon (formerly known as The Bank of New York, itself formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672, Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637, Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121195 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152735).

-
4. A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-121195).
 6. The consent of the Trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152735).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 27th day of March, 2009.

THE BANK OF NEW YORK MELLON

By: /S/ FRANCA M. FERRERA

Name: FRANCA M. FERRERA

Title: ASSISTANT VICE PRESIDENT

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON

of One Wall Street, New York, N.Y. 10286
And Foreign and Domestic Subsidiaries,

a member of the Federal Reserve System, at the close of business December 31, 2008, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

	Dollar Amounts In Thousands
ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	4,440,000
Interest-bearing balances	87,807,000
Securities:	
Held-to-maturity securities	7,327,000
Available-for-sale securities	32,572,000
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold in domestic offices	373,000
Securities purchased under agreements to resell	0
Loans and lease financing receivables:	
Loans and leases held for sale	0
Loans and leases, net of unearned income	32,827,000
LESS: Allowance for loan and lease losses	357,000
Loans and leases, net of unearned income and allowance	32,470,000
Trading assets	10,665,000
Premises and fixed assets (including capitalized leases)	1,098,000
Other real estate owned	8,000
Investments in unconsolidated subsidiaries and associated companies	795,000
Not applicable	
Intangible assets:	
Goodwill	4,908,000
Other intangible assets	1,606,000
Other assets	11,095,000
Total assets	195,164,000

LIABILITIES	
Deposits:	
In domestic offices	85,286,000
Noninterest-bearing	54,008,000
Interest-bearing	31,278,000
In foreign offices, Edge and Agreement subsidiaries, and IBFs	72,497,000
Noninterest-bearing	1,558,000
Interest-bearing	70,939,000
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased in domestic offices	454,000
Securities sold under agreements to repurchase	75,000
Trading liabilities	8,365,000
Other borrowed money:	
(includes mortgage indebtedness and obligations under capitalized leases)	6,256,000
Not applicable	
Not applicable	
Subordinated notes and debentures	3,490,000
Other liabilities	7,018,000
Total liabilities	<u>183,441,000</u>
Minority interest in consolidated subsidiaries	350,000
EQUITY CAPITAL	
Perpetual preferred stock and related surplus	0
Common stock	1,135,000
Surplus (exclude all surplus related to preferred stock)	8,276,000
Retained earnings	6,810,000
Accumulated other comprehensive income	-4,848,000
Other equity capital components	0
Total equity capital	<u>11,373,000</u>
Total liabilities, minority interest, and equity capital	<u>195,164,000</u>

I, Thomas P. Gibbons, Chief Financial Officer of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Thomas P. Gibbons,
Chief Financial Officer

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Gerald L. Hassell
Steven G. Elliott
Robert P. Kelly

]

Directors

FORM T-1

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

**CHECK IF AN APPLICATION TO DETERMINE
ELIGIBILITY OF A TRUSTEE PURSUANT TO
SECTION 305(b)(2)**

THE BANK OF NEW YORK MELLON

(Exact name of trustee as specified in its charter)

New York
(State of incorporation
if not a U.S. national bank)

13-5160382
(I.R.S. employer
identification no.)

One Wall Street, New York, N.Y.
(Address of principal executive offices)

10286
(Zip code)

MERRILL LYNCH & CO., INC.
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

13-2740599
(I.R.S. employer
identification no.)

4 World Financial Center
New York, New York
(Address of principal executive offices)

10080
(Zip code)

**Guarantee of Trust Originated Preferred Securities of
Merrill Lynch Preferred Capital Trust III**
(Title of the indenture securities)

1. General information. Furnish the following information as to the Trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

<u>Name</u>	<u>Address</u>
Superintendent of Banks of the State of New York	One State Street, New York, N.Y. 10004-1417, and Albany, N.Y. 12223
Federal Reserve Bank of New York	33 Liberty Street, New York, N.Y. 10045
Federal Deposit Insurance Corporation	Washington, D.C. 20429
New York Clearing House Association	New York, New York 10005

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the Organization Certificate of The Bank of New York Mellon (formerly known as The Bank of New York, itself formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672, Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637, Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121195 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152735).

-
4. A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-121195).
 6. The consent of the Trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152735).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 27th day of March, 2009.

THE BANK OF NEW YORK MELLON

By: /S/ FRANCA M. FERRERA
Name: FRANCA M. FERRERA
Title: ASSISTANT VICE PRESIDENT

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON

of One Wall Street, New York, N.Y. 10286
And Foreign and Domestic Subsidiaries,

a member of the Federal Reserve System, at the close of business December 31, 2008, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

	Dollar Amounts In Thousands
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Interest-bearing balances	87,807,000
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Held-to-maturity securities	7,327,000
Available-for-sale securities	32,572,000
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Securities purchased under agreements to resell	0
Loans and lease financing receivables:	
Loans and leases held for sale	0
Loans and leases, net of unearned income	32,827,000
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Loans and leases, net of unearned income and allowance	32,470,000
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Other assets	11,095,000
Total assets	195,164,000

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Interest-bearing	70,939,000
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Other borrowed money:	
(includes mortgage indebtedness and obligations under capitalized leases)	6,256,000
Not applicable	
Not applicable	
Subordinated notes and debentures	3,490,000
Other liabilities	7,018,000
Total liabilities	<u>183,441,000</u>
Minority interest in consolidated subsidiaries	350,000
EQUITY CAPITAL	
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Common stock	1,135,000
Surplus (exclude all surplus related to preferred stock)	8,276,000
Retained earnings	6,810,000
Accumulated other comprehensive income	-4,848,000
Other equity capital components	0
Total equity capital	<u>11,373,000</u>
Total liabilities, minority interest, and equity capital	<u>195,164,000</u>

I, Thomas P. Gibbons, Chief Financial Officer of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Thomas P. Gibbons,
Chief Financial Officer

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Gerald L. Hassell
Steven G. Elliott
Robert P. Kelly

]

Directors

FORM T-1

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

**CHECK IF AN APPLICATION TO DETERMINE
ELIGIBILITY OF A TRUSTEE PURSUANT TO
SECTION 305(b)(2)**

THE BANK OF NEW YORK MELLON

(Exact name of trustee as specified in its charter)

New York
(State of incorporation
if not a U.S. national bank)

13-5160382
(I.R.S. employer
identification no.)

One Wall Street, New York, N.Y.
(Address of principal executive offices)

10286
(Zip code)

MERRILL LYNCH & CO., INC.
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

13-2740599
(I.R.S. employer
identification no.)

4 World Financial Center
New York, New York
(Address of principal executive offices)

10080
(Zip code)

**Guarantee of Trust Originated Preferred Securities of
Merrill Lynch Preferred Capital Trust IV**
(Title of the indenture securities)

1. General information. Furnish the following information as to the Trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

<u>Name</u>	<u>Address</u>
Superintendent of Banks of the State of New York	One State Street, New York, N.Y. 10004-1417, and Albany, N.Y. 12223
Federal Reserve Bank of New York	33 Liberty Street, New York, N.Y. 10045
Federal Deposit Insurance Corporation	Washington, D.C. 20429
New York Clearing House Association	New York, New York 10005

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the Organization Certificate of The Bank of New York Mellon (formerly known as The Bank of New York, itself formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672, Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637, Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121195 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152735).

-
4. A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-121195).
 6. The consent of the Trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152735).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 27th day of March, 2009.

THE BANK OF NEW YORK MELLON

By: /S/ FRANCA M. FERRERA
Name: FRANCA M. FERRERA
Title: ASSISTANT VICE PRESIDENT

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON

of One Wall Street, New York, N.Y. 10286
And Foreign and Domestic Subsidiaries,

a member of the Federal Reserve System, at the close of business December 31, 2008, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

	Dollar Amounts In Thousands
ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	4,440,000
Interest-bearing balances	87,807,000
Securities:	
Held-to-maturity securities	7,327,000
Available-for-sale securities	32,572,000
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold in domestic offices	373,000
Securities purchased under agreements to resell	0
Loans and lease financing receivables:	
Loans and leases held for sale	0
Loans and leases, net of unearned income	32,827,000
LESS: Allowance for loan and lease losses	357,000
Loans and leases, net of unearned income and allowance	32,470,000
Trading assets	10,665,000
Premises and fixed assets (including capitalized leases)	1,098,000
Other real estate owned	8,000
Investments in unconsolidated subsidiaries and associated companies	795,000
Not applicable	
Intangible assets:	
Goodwill	4,908,000
Other intangible assets	1,606,000
Other assets	11,095,000
Total assets	195,164,000

LIABILITIES	
Deposits:	
In domestic offices	85,286,000
Noninterest-bearing	54,008,000
Interest-bearing	31,278,000
In foreign offices, Edge and Agreement subsidiaries, and IBFs	72,497,000
Noninterest-bearing	1,558,000
Interest-bearing	70,939,000
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased in domestic offices	454,000
Securities sold under agreements to repurchase	75,000
Trading liabilities	8,365,000
Other borrowed money:	
(includes mortgage indebtedness and obligations under capitalized leases)	6,256,000
Not applicable	
Not applicable	
Subordinated notes and debentures	3,490,000
Other liabilities	7,018,000
Total liabilities	<u>183,441,000</u>
Minority interest in consolidated subsidiaries	350,000
EQUITY CAPITAL	
Perpetual preferred stock and related surplus	0
Common stock	1,135,000
Surplus (exclude all surplus related to preferred stock)	8,276,000
Retained earnings	6,810,000
Accumulated other comprehensive income	-4,848,000
Other equity capital components	0
Total equity capital	<u>11,373,000</u>
Total liabilities, minority interest, and equity capital	<u>195,164,000</u>

I, Thomas P. Gibbons, Chief Financial Officer of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Thomas P. Gibbons,
Chief Financial Officer

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Gerald L. Hassell
Steven G. Elliott
Robert P. Kelly

]

Directors

FORM T-1

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

**CHECK IF AN APPLICATION TO DETERMINE
ELIGIBILITY OF A TRUSTEE PURSUANT TO
SECTION 305(b)(2)**

THE BANK OF NEW YORK MELLON

(Exact name of trustee as specified in its charter)

New York
(State of incorporation
if not a U.S. national bank)

13-5160382
(I.R.S. employer
identification no.)

One Wall Street, New York, N.Y.
(Address of principal executive offices)

10286
(Zip code)

MERRILL LYNCH & CO., INC.
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

13-2740599
(I.R.S. employer
identification no.)

4 World Financial Center
New York, New York
(Address of principal executive offices)

10080
(Zip code)

**Guarantee of Trust Originated Preferred Securities of
Merrill Lynch Preferred Capital Trust V**
(Title of the indenture securities)

1. General information. Furnish the following information as to the Trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

<u>Name</u>	<u>Address</u>
Superintendent of Banks of the State of New York	One State Street, New York, N.Y. 10004-1417, and Albany, N.Y. 12223
Federal Reserve Bank of New York	33 Liberty Street, New York, N.Y. 10045
Federal Deposit Insurance Corporation	Washington, D.C. 20429
New York Clearing House Association	New York, New York 10005

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the Organization Certificate of The Bank of New York Mellon (formerly known as The Bank of New York, itself formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672, Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637, Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121195 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152735).

-
4. A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-121195).
 6. The consent of the Trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152735).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 27th day of March, 2009.

THE BANK OF NEW YORK MELLON

By: /S/ FRANCA M. FERRERA
Name: FRANCA M. FERRERA
Title: ASSISTANT VICE PRESIDENT

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON

of One Wall Street, New York, N.Y. 10286
And Foreign and Domestic Subsidiaries,

a member of the Federal Reserve System, at the close of business December 31, 2008, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

	Dollar Amounts In Thousands
ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	4,440,000
Interest-bearing balances	87,807,000
Securities:	
Held-to-maturity securities	7,327,000
Available-for-sale securities	32,572,000
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold in domestic offices	373,000
Securities purchased under agreements to resell	0
Loans and lease financing receivables:	
Loans and leases held for sale	0
Loans and leases, net of unearned income	32,827,000
LESS: Allowance for loan and lease losses	357,000
Loans and leases, net of unearned income and allowance	32,470,000
Trading assets	10,665,000
Premises and fixed assets (including capitalized leases)	1,098,000
Other real estate owned	8,000
Investments in unconsolidated subsidiaries and associated companies	795,000
Not applicable	
Intangible assets:	
Goodwill	4,908,000
Other intangible assets	1,606,000
Other assets	11,095,000
Total assets	195,164,000

LIABILITIES	
Deposits:	
In domestic offices	85,286,000
Noninterest-bearing	54,008,000
Interest-bearing	31,278,000
In foreign offices, Edge and Agreement subsidiaries, and IBFs	72,497,000
Noninterest-bearing	1,558,000
Interest-bearing	70,939,000
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased in domestic offices	454,000
Securities sold under agreements to repurchase	75,000
Trading liabilities	8,365,000
Other borrowed money:	
(includes mortgage indebtedness and obligations under capitalized leases)	6,256,000
Not applicable	
Not applicable	
Subordinated notes and debentures	3,490,000
Other liabilities	7,018,000
Total liabilities	<u>183,441,000</u>
Minority interest in consolidated subsidiaries	350,000
EQUITY CAPITAL	
Perpetual preferred stock and related surplus	0
Common stock	1,135,000
Surplus (exclude all surplus related to preferred stock)	8,276,000
Retained earnings	6,810,000
Accumulated other comprehensive income	-4,848,000
Other equity capital components	0
Total equity capital	<u>11,373,000</u>
Total liabilities, minority interest, and equity capital	<u>195,164,000</u>

I, Thomas P. Gibbons, Chief Financial Officer of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Thomas P. Gibbons,
Chief Financial Officer

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Gerald L. Hassell
Steven G. Elliott
Robert P. Kelly



Directors

FORM T-1

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE

CHECK IF AN APPLICATION TO DETERMINE
ELIGIBILITY OF A TRUSTEE PURSUANT TO
SECTION 305(b)(2)

THE BANK OF NEW YORK MELLON

(Exact name of trustee as specified in its charter)

New York
(State of incorporation
if not a U.S. national bank)

13-5160382
(I.R.S. employer
identification no.)

One Wall Street, New York, N.Y.
(Address of principal executive offices)

10286
(Zip code)

MERRILL LYNCH & CO., INC.
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

13-2740599
(I.R.S. employer
identification no.)

4 World Financial Center
New York, New York
(Address of principal executive offices)

10080
(Zip code)

Guarantee of Trust Preferred Securities of Merrill Lynch Capital Trust I
(Title of the indenture securities)

1. General information. Furnish the following information as to the Trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

<u>Name</u>	<u>Address</u>
Superintendent of Banks of the State of New York	One State Street, New York, N.Y. 10004-1417, and Albany, N.Y. 12223
Federal Reserve Bank of New York	33 Liberty Street, New York, N.Y. 10045
Federal Deposit Insurance Corporation	Washington, D.C. 20429
New York Clearing House Association	New York, New York 10005

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the Organization Certificate of The Bank of New York Mellon (formerly known as The Bank of New York, itself formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672, Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637, Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121195 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152735).

-
4. A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-121195).
 6. The consent of the Trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152735).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 27th day of March, 2009.

THE BANK OF NEW YORK MELLON

By: /S/ FRANCA M. FERRERA

Name: FRANCA M. FERRERA

Title: ASSISTANT VICE PRESIDENT

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON

of One Wall Street, New York, N.Y. 10286
And Foreign and Domestic Subsidiaries,

a member of the Federal Reserve System, at the close of business December 31, 2008, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

	Dollar Amounts In Thousands
ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	4,440,000
Interest-bearing balances	87,807,000
Securities:	
Held-to-maturity securities	7,327,000
Available-for-sale securities	32,572,000
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold in domestic offices	373,000
Securities purchased under agreements to resell	0
Loans and lease financing receivables:	
Loans and leases held for sale	0
Loans and leases, net of unearned income	32,827,000
LESS: Allowance for loan and lease losses	357,000
Loans and leases, net of unearned income and allowance	32,470,000
Trading assets	10,665,000
Premises and fixed assets (including capitalized leases)	1,098,000
Other real estate owned	8,000
Investments in unconsolidated subsidiaries and associated companies	795,000
Not applicable	
Intangible assets:	
Goodwill	4,908,000
Other intangible assets	1,606,000
Other assets	11,095,000
Total assets	195,164,000

LIABILITIES	
Deposits:	
In domestic offices	85,286,000
Noninterest-bearing	54,008,000
Interest-bearing	31,278,000
In foreign offices, Edge and Agreement subsidiaries, and IBFs	72,497,000
Noninterest-bearing	1,558,000
Interest-bearing	70,939,000
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased in domestic offices	454,000
Securities sold under agreements to repurchase	75,000
Trading liabilities	8,365,000
Other borrowed money:	
(includes mortgage indebtedness and obligations under capitalized leases)	6,256,000
Not applicable	
Not applicable	
Subordinated notes and debentures	3,490,000
Other liabilities	7,018,000
Total liabilities	<u>183,441,000</u>
Minority interest in consolidated subsidiaries	350,000
EQUITY CAPITAL	
Perpetual preferred stock and related surplus	0
Common stock	1,135,000
Surplus (exclude all surplus related to preferred stock)	8,276,000
Retained earnings	6,810,000
Accumulated other comprehensive income	-4,848,000
Other equity capital components	0
Total equity capital	<u>11,373,000</u>
Total liabilities, minority interest, and equity capital	<u>195,164,000</u>

I, Thomas P. Gibbons, Chief Financial Officer of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Thomas P. Gibbons,
Chief Financial Officer

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Gerald L. Hassell
Steven G. Elliott
Robert P. Kelly

]

Directors

FORM T-1

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

**CHECK IF AN APPLICATION TO DETERMINE
ELIGIBILITY OF A TRUSTEE PURSUANT TO
SECTION 305(b)(2)**

THE BANK OF NEW YORK MELLON

(Exact name of trustee as specified in its charter)

New York
(State of incorporation
if not a U.S. national bank)

13-5160382
(I.R.S. employer
identification no.)

One Wall Street, New York, N.Y.
(Address of principal executive offices)

10286
(Zip code)

MERRILL LYNCH & CO., INC.
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

13-2740599
(I.R.S. employer
identification no.)

4 World Financial Center
New York, New York
(Address of principal executive offices)

10080
(Zip code)

Guarantee of Trust Preferred Securities of Merrill Lynch Capital Trust II
(Title of the indenture securities)

1. General information. Furnish the following information as to the Trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

<u>Name</u>	<u>Address</u>
Superintendent of Banks of the State of New York	One State Street, New York, N.Y. 10004-1417, and Albany, N.Y. 12223
Federal Reserve Bank of New York	33 Liberty Street, New York, N.Y. 10045
Federal Deposit Insurance Corporation	Washington, D.C. 20429
New York Clearing House Association	New York, New York 10005

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the Organization Certificate of The Bank of New York Mellon (formerly known as The Bank of New York, itself formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672, Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637, Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121195 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152735).

-
4. A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-121195).
 6. The consent of the Trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152735).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 27th day of March, 2009.

THE BANK OF NEW YORK MELLON

By: /S/ FRANCA M. FERRERA

Name: FRANCA M. FERRERA

Title: ASSISTANT VICE PRESIDENT

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON

of One Wall Street, New York, N.Y. 10286
And Foreign and Domestic Subsidiaries,

a member of the Federal Reserve System, at the close of business December 31, 2008, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

	Dollar Amounts In Thousands
ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	4,440,000
Interest-bearing balances	87,807,000
Securities:	
Held-to-maturity securities	7,327,000
Available-for-sale securities	32,572,000
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold in domestic offices	373,000
Securities purchased under agreements to resell	0
Loans and lease financing receivables:	
Loans and leases held for sale	0
Loans and leases, net of unearned income	32,827,000
LESS: Allowance for loan and lease losses	357,000
Loans and leases, net of unearned income and allowance	32,470,000
Trading assets	10,665,000
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Other real estate owned	8,000
Investments in unconsolidated subsidiaries and associated companies	795,000
Not applicable	
Intangible assets:	
Goodwill	4,908,000
Other intangible assets	1,606,000
Other assets	11,095,000
Total assets	195,164,000

LIABILITIES	
Deposits:	
In domestic offices	85,286,000
Noninterest-bearing	54,008,000
Interest-bearing	31,278,000
In foreign offices, Edge and Agreement subsidiaries, and IBFs	72,497,000
Noninterest-bearing	1,558,000
Interest-bearing	70,939,000
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased in domestic offices	454,000
Securities sold under agreements to repurchase	75,000
Trading liabilities	8,365,000
Other borrowed money:	
(includes mortgage indebtedness and obligations under capitalized leases)	6,256,000
Not applicable	
Not applicable	
Subordinated notes and debentures	3,490,000
Other liabilities	7,018,000
Total liabilities	<u>183,441,000</u>
Minority interest in consolidated subsidiaries	350,000
EQUITY CAPITAL	
Perpetual preferred stock and related surplus	0
Common stock	1,135,000
Surplus (exclude all surplus related to preferred stock)	8,276,000
Retained earnings	6,810,000
Accumulated other comprehensive income	-4,848,000
Other equity capital components	0
Total equity capital	<u>11,373,000</u>
Total liabilities, minority interest, and equity capital	<u>195,164,000</u>

I, Thomas P. Gibbons, Chief Financial Officer of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Thomas P. Gibbons,
Chief Financial Officer

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Gerald L. Hassell
Steven G. Elliott
Robert P. Kelly

]

Directors

FORM T-1

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

**CHECK IF AN APPLICATION TO DETERMINE
ELIGIBILITY OF A TRUSTEE PURSUANT TO
SECTION 305(b)(2)**

THE BANK OF NEW YORK MELLON

(Exact name of trustee as specified in its charter)

New York
(State of incorporation
if not a U.S. national bank)

13-5160382
(I.R.S. employer
identification no.)

One Wall Street, New York, N.Y.
(Address of principal executive offices)

10286
(Zip code)

MERRILL LYNCH & CO., INC.
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

13-2740599
(I.R.S. employer
identification no.)

4 World Financial Center
New York, New York
(Address of principal executive offices)

10080
(Zip code)

Guarantee of Trust Preferred Securities of Merrill Lynch Capital Trust III
(Title of the indenture securities)

1. General information. Furnish the following information as to the Trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

<u>Name</u>	<u>Address</u>
Superintendent of Banks of the State of New York	One State Street, New York, N.Y. 10004-1417, and Albany, N.Y. 12223
Federal Reserve Bank of New York	33 Liberty Street, New York, N.Y. 10045
Federal Deposit Insurance Corporation	Washington, D.C. 20429
New York Clearing House Association	New York, New York 10005

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the Organization Certificate of The Bank of New York Mellon (formerly known as The Bank of New York, itself formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672, Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637, Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121195 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152735).

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4. A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-121195).
 6. The consent of the Trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152735).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 27th day of March, 2009.

THE BANK OF NEW YORK MELLON

By: /S/ FRANCA M. FERRERA

Name: FRANCA M. FERRERA

Title: ASSISTANT VICE PRESIDENT

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON

of One Wall Street, New York, N.Y. 10286
And Foreign and Domestic Subsidiaries,

a member of the Federal Reserve System, at the close of business December 31, 2008, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

	Dollar Amounts In Thousands
ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	4,440,000
Interest-bearing balances	87,807,000
Securities:	
Held-to-maturity securities	7,327,000
Available-for-sale securities	32,572,000
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold in domestic offices	373,000
Securities purchased under agreements to resell	0
Loans and lease financing receivables:	
Loans and leases held for sale	0
Loans and leases, net of unearned income	32,827,000
LESS: Allowance for loan and lease losses	357,000
Loans and leases, net of unearned income and allowance	32,470,000
Trading assets	10,665,000
Premises and fixed assets (including capitalized leases)	1,098,000
Other real estate owned	8,000
Investments in unconsolidated subsidiaries and associated companies	795,000
Not applicable	
Intangible assets:	
Goodwill	4,908,000
Other intangible assets	1,606,000
Other assets	11,095,000
Total assets	195,164,000

LIABILITIES	
Deposits:	
In domestic offices	85,286,000
Noninterest-bearing	54,008,000
Interest-bearing	31,278,000
In foreign offices, Edge and Agreement subsidiaries, and IBFs	72,497,000
Noninterest-bearing	1,558,000
Interest-bearing	70,939,000
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased in domestic offices	454,000
Securities sold under agreements to repurchase	75,000
Trading liabilities	8,365,000
Other borrowed money:	
(includes mortgage indebtedness and obligations under capitalized leases)	6,256,000
Not applicable	
Not applicable	
Subordinated notes and debentures	3,490,000
Other liabilities	7,018,000
Total liabilities	<u>183,441,000</u>
Minority interest in consolidated subsidiaries	350,000
EQUITY CAPITAL	
Perpetual preferred stock and related surplus	0
Common stock	1,135,000
Surplus (exclude all surplus related to preferred stock)	8,276,000
Retained earnings	6,810,000
Accumulated other comprehensive income	-4,848,000
Other equity capital components	0
Total equity capital	<u>11,373,000</u>
Total liabilities, minority interest, and equity capital	<u>195,164,000</u>

I, Thomas P. Gibbons, Chief Financial Officer of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Thomas P. Gibbons,
Chief Financial Officer

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Gerald L. Hassell
Steven G. Elliott
Robert P. Kelly

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Directors

FORM T-1

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

**CHECK IF AN APPLICATION TO DETERMINE
ELIGIBILITY OF A TRUSTEE PURSUANT TO
SECTION 305(b)(2)**

THE BANK OF NEW YORK MELLON

(Exact name of trustee as specified in its charter)

New York
(State of incorporation
if not a U.S. national bank)

13-5160382
(I.R.S. employer
identification no.)

One Wall Street, New York, N.Y.
(Address of principal executive offices)

10286
(Zip code)

MERRILL LYNCH & CO., INC.
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

13-2740599
(I.R.S. employer
identification no.)

4 World Financial Center
New York, New York
(Address of principal executive offices)

10080
(Zip code)

Guarantees of Debentures
(Title of the indenture securities)

1. General information. Furnish the following information as to the Trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

<u>Name</u>	<u>Address</u>
Superintendent of Banks of the State of New York	One State Street, New York, N.Y. 10004-1417, and Albany, N.Y. 12223
Federal Reserve Bank of New York	33 Liberty Street, New York, N.Y. 10045
Federal Deposit Insurance Corporation	Washington, D.C. 20429
New York Clearing House Association	New York, New York 10005

(b) **Whether it is authorized to exercise corporate trust powers.**

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the Organization Certificate of The Bank of New York Mellon (formerly known as The Bank of New York, itself formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672, Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637, Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121195 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152735).

-
4. A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-121195).
 6. The consent of the Trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152735).
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 27th day of March, 2009.

THE BANK OF NEW YORK MELLON

By: /S/ FRANCA M. FERRERA

Name: FRANCA M. FERRERA

Title: ASSISTANT VICE PRESIDENT

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON

of One Wall Street, New York, N.Y. 10286
And Foreign and Domestic Subsidiaries,

a member of the Federal Reserve System, at the close of business December 31, 2008, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

	Dollar Amounts In Thousands
ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	4,440,000
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Securities:	
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Loans and lease financing receivables:	
Loans and leases held for sale	0
Loans and leases, net of unearned income	32,827,000
LESS: Allowance for loan and lease losses	357,000
Loans and leases, net of unearned income and allowance	32,470,000
Trading assets	10,665,000
Premises and fixed assets (including capitalized leases)	1,098,000
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Other assets	11,095,000
Total assets	195,164,000

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Other equity capital components	0
Total equity capital	<u>11,373,000</u>
Total liabilities, minority interest, and equity capital	<u>195,164,000</u>

I, Thomas P. Gibbons, Chief Financial Officer of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Thomas P. Gibbons,
Chief Financial Officer

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Gerald L. Hassell
Steven G. Elliott
Robert P. Kelly

]

Directors