



**AMERICAN
STOCK EXCHANGE**
Equities Options ETFs

Received SEC
JUN 17 2008
Washington, DC 20549

Beth A. Kleiman
Vice President
Capital Markets

American Stock Exchange
88 Trinity Place
New York, NY 10008-1872
T 212 306 1460
F 212 306 2066
beth.kleiman@amex.com



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Mr. Brian Johnson
Branch Chief
Securities and Exchange Commission
Office of Filings and Information Services
Filer Support #2
Room #2531
100 F Street, N.E.
Washington, D.C. 20549

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Dear Mr. Johnson:

This is to certify that the American Stock Exchange, (the "Exchange") received from Merrill Lynch & Co., Inc. (the Registrant) a copy of the Company's Registration Statement on Form 8-A for the registration of the following security:

**Bear Market Strategic Accelerated Redemption SecuritiesSM
Linked to the Consumer Discretionary Select Sector Index due December 28, 2009**

We further certify that the above security has been approved by the Exchange for listing and registration, upon official notice of issuance, and understand that the 8A will be immediately effective upon your receipt of this letter.

Sincerely,

Beth A. Kleiman

Beth A. Kleiman

END