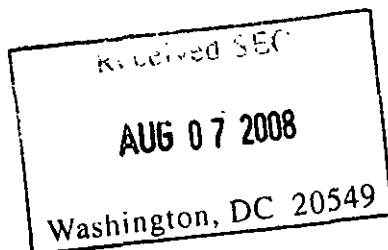




**AMERICAN
STOCK EXCHANGE**
Equities Options ETFs



Beth A. Kleiman
Vice President
Capital Markets

American Stock Exchange
88 Trinity Place
New York, NY 10006-1872
T 212 306 1460
F 212 306 2066
beth.kleiman@amex.com



August 7, 2008

CERTAMX
001-07182

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

PROCESSED

B

AUG 13 2008

THOMSON REUTERS

Dear Mr. Johnson:

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

**Bear Market Strategic Accelerated Redemption SecuritiesSM
Linked to the S&P Small Cap Regional Banks Index due February 2, 2010**

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