



EDGA & EDGX STOCK EXCHANGES			
Regulatory Information Circular			
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Subject: 97% Protected Notes Linked to the Performance of the Dow Jones Industrial Average due March 28, 2011

Background Information on the Notes

The Protected Notes are designed for investors who want to protect their investment by receiving at least 97% principal amount of their investment at maturity and to participate in possible increases in the Dow Jones Industrial Average ("Index"). The Dow Jones Industrial Average is a price-weighted index published by Dow Jones & Company, Inc. which means a component stock's weight in the Index is based on its price per share rather than total market capitalization of the issuer of that component stock. The Index is designed to provide an indication of the composite price performance of 30 common stocks of corporations representing a broad cross-section of U.S. Industry. The corporations currently represented in the Index are incorporated in the U.S. and its territories and their stocks are traded on the New York Stock Exchange and The Nasdaq National Market.

The Protected Notes have certain unique characteristics and investors should be afforded an explanation of such special characteristics and risks attendant to trading thereof, including, but not limited to, the following:

- The Protected Notes are a series of senior debt securities issued by Merrill Lynch & Co., Inc. and are not secured by collateral.
- The Protected Notes will trade like an equity security.
- The Protected Notes will mature on March 28, 2011, and cannot be redeemed at any earlier date.
- No payments will be made on the Protected Notes until maturity.
- On the stated maturity date, holders for each unit of the Protected Notes will receive a cash payment equal to the sum of the \$9.70 per unit and an additional amount based on the percentage increase, if any, in the value of the Dow Jones Industrial Average multiplied by a participation rate equal to 105%.
- If the value of the Dow Jones Industrial Average decreases or does not increase sufficiently, at maturity you will receive less than the \$10 principle amount per unit. The value of the Dow Jones Industrial Average must increase by 2.86% in order for you to receive at least the principle amount of \$10 per unit. In no event, will you receive less than 97% of the principle amount per unit.

Other Important Information

There can be no assurances as to how the Protected Notes will trade in the secondary market or whether such market will be liquid or illiquid. Securities with characteristics similar to the Notes are unique securities, and there is currently no secondary market for the Notes. The market value for the Notes will be affected by a number of factors including, but not limited to:

- The value of the Dow Jones Industrial Average.
- The volatility of Dow Jones Industrial Average.
- Events that affect the stocks underlying the Dow Jones Industrial Average or stock markets generally that may affect the value of the Dow Jones Industrial Average.
- Interest and dividend yield rates in the market.
- Merrill Lynch & Co., Inc.'s creditworthiness.

Before a member undertakes to recommend a transaction in the Protected Notes, such member shall have reasonable grounds for believing that the recommendation is suitable for such customer upon the basis of the facts, if any, disclosed by such customer as to his other security holdings and as to his financial situation and needs. Members are requested to communicate this information to all branches.

Exchange Rules Applicable to Trading in the Shares

The Shares are considered equity securities, thus rendering trading in the Shares subject to the Exchange's existing rules governing the trading of equity securities.

Trading Hours

Trading in the shares on EDGA and EDGX Exchanges (the "Exchanges") is on a UTP basis and is subject to the Exchanges equity trading rules. The shares will trade from 8:00 a.m. until 8:00 p.m. Eastern Time. Members trading the shares during the Extended Market Sessions (Pre-opening and Post-closing sessions) are exposed to the risk of the lack of the calculation or dissemination of underlying index value or intraday indicative value ("IIV"). For certain derivative securities products, an updated underlying index value or IIV may not be calculated or publicly disseminated in the Extended Market hours. Since the underlying index value and IIV are not calculated or widely disseminated during Extended Market hours, an investor who is unable to calculate implied values for certain derivative securities products during Extended Market hours may be at a disadvantage to market professionals.

Trading Halts

The Exchanges will halt trading in the Shares of a Trust in accordance with Exchange Rules 14.1(c)(4). The grounds for a halt under this Rule include a halt by the primary market because it stops trading the Shares and/or a halt because dissemination of the IIV or applicable currency spot price has ceased, or a halt for other regulatory reasons. In addition, the Exchanges will stop trading the Shares of a Trust if the primary market de-lists the Shares.

Delivery of a Prospectus

Pursuant to federal securities laws, investors purchasing Shares must receive a prospectus prior to or concurrently with the confirmation of a transaction. Investors purchasing Shares directly from the Fund (by delivery of the Deposit Amount) must also receive a prospectus.

Prospectuses may be obtained through the Distributor or on the Fund's website. The Prospectus does not contain all of the information set forth in the registration statement (including the exhibits to the registration statement), parts of which have been omitted in accordance with the rules and regulations of the SEC. For further information about the Fund, please refer to the Trust's registration statement.

This Regulatory Information Circular is not a statutory Prospectus. Members should consult the Trust's Registration Statement, SAI, Prospectus and the Fund's website for relevant information.

Appendix A

Ticker	Fund Name	Cusip
PDNT	97% Protected Notes Linked to the Performance of the Dow Jones Industrial Average due March 28, 2011	59021W571