
OMB APPROVAL

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 3)*

Eckerd Corporation

(Name of Issuer)

Common Stock, par value \$.01 per share

(Title Of Class of Securities)

278763107

(CUSIP Number)

Check the following box if a fee is being paid with this statement . (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7).

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 278763107

13G

PAGE 2 OF 35 PAGES

1 NAME OF REPORTING PERSON
S.S OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Merrill Lynch & Co., Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* Joint Filing

(a) (128)

(b) (128)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

None

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

1,564,338

7 SOLE DISPOSITIVE POWER

None

8 SHARED DISPOSITIVE POWER

1,564,338

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,564,338

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.47%

12 TYPE OF REPORTING PERSON*

HC, CO

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP NO. 278763107

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1 NAME OF REPORTING PERSON
S.S OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Merrill Lynch LBO Partners No. I, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* Joint Filing
(a) (128)
(b) (128)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

None

NUMBER OF

SHARES 6 SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH
1,560,028

REPORTING 7 SOLE DISPOSITIVE POWER

PERSON WITH None

8 SHARED DISPOSITIVE POWER

1,560,028

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,560,028

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.46%

12 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTION BEFORE FILLING OUT!

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PAGE 7 OF 35 PAGES

1 NAME OF REPORTING PERSON
S.S OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Merrill Lynch Capital Appreciation Partnership No. II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* Joint Filing
(a) (128)
(b) (128)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

None

NUMBER OF

SHARES 6 SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH 1,560,028

REPORTING PERSON 7 SOLE DISPOSITIVE POWER
WITH None

8 SHARED DISPOSITIVE POWER

1,560,028

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,560,028

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SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.46%

12 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTION BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON
S.S OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

ML Offshore LBO Partnership No. II

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* Joint Filing
(a) (128)
(b) (128)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

None

NUMBER OF

SHARES 6 SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH 1,560,028

REPORTING PERSON 7 SOLE DISPOSITIVE POWER

WITH None

8 SHARED DISPOSITIVE POWER

1,560,028

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1,560,028

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.46%

12 TYPE OF REPORTING PERSON*

PN

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1 NAME OF REPORTING PERSON
S.S OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

ML IBK Positions, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* Joint Filing
(a) (128)
(b) (128)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

None

NUMBER OF

SHARES 6 SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH 1,560,028

REPORTING PERSON 7 SOLE DISPOSITIVE POWER
WITH None

8 SHARED DISPOSITIVE POWER

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1,560,028

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SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.46%

12 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP NO. 278763107

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PAGE 10 OF 35 PAGES

1 NAME OF REPORTING PERSON
S.S OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

KECALP Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* Joint Filing
(a) (128)
(b) (128)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

None

NUMBER OF

SHARES 6 SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH
1,560,028

REPORTING PERSON 7 SOLE DISPOSITIVE POWER
WITH None

8 SHARED DISPOSITIVE POWER

1,560,028

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1,560,028

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SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.46%

12 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP NO. 278763107

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1 NAME OF REPORTING PERSON
S.S OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Merrill Lynch KECALP 1989

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* Joint Filing
(a) (128)
(b) (128)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

None

NUMBER OF

SHARES 6 SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH
1,560,028

REPORTING 7 SOLE DISPOSITIVE POWER
PERSON WITH None

8 SHARED DISPOSITIVE POWER

1,560,028

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,560,028

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.46%

12 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTION BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON
S.S OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Merrill Lynch KECALP L.P. 1986

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* Joint Filing
(a) (128)
(b) (128)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

None

NUMBER OF

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY EACH

1,560,028

7 SOLE DISPOSITIVE POWER
REPORTING PERSON WITH

None

8 SHARED DISPOSITIVE POWER

1,560,028

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,560,028

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.46%

12 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTION BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON
S.S OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Merrill Lynch Capital Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* Joint Filing
(a) (128)
(b) (128)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

None

NUMBER OF

SHARES 6 SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH
1,560,028

REPORTING PERSON 7 SOLE DISPOSITIVE POWER
WITH None

8 SHARED DISPOSITIVE POWER

1,560,028

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,560,028

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.46%

12 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTION BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON
S.S OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Merrill Lynch Capital Appreciation Partnership No. B-IX, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* Joint Filing
(a) (128)
(b) (128)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

None

NUMBER OF

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY EACH

1,560,028

7 SOLE DISPOSITIVE POWER

REPORTING PERSON WITH None

8 SHARED DISPOSITIVE POWER

1,560,028

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,560,028

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.46%

12 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTION BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON
S.S OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
ML Offshore LBO Partnership No. B-IX

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* Joint Filing
(a) (128)
(b) (128)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

5 SOLE VOTING POWER
None
NUMBER OF

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY EACH 1,560,028

7 SOLE DISPOSITIVE POWER
REPORTING PERSON WITH None

8 SHARED DISPOSITIVE POWER
1,560,028

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,560,028

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
4.46%

12 TYPE OF REPORTING PERSON*
PN

*SEE INSTRUCTION BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON
S.S OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

ML Employees LBO Managers, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* Joint Filing
(a) (128)
(b) (128)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

None

NUMBER OF

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY EACH
1,560,028

7 SOLE DISPOSITIVE POWER
REPORTING PERSON WITH
None

8 SHARED DISPOSITIVE POWER

1,560,028

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,560,028

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.46%

12 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTION BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON
S.S OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

ML Employees LBO Partnership No. I, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* Joint Filing
(a) (128)
(b) (128)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

None

NUMBER OF

6 SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY EACH 1,560,028

7 SOLE DISPOSITIVE POWER

REPORTING PERSON WITH None

8 SHARED DISPOSITIVE POWER

1,560,028

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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4.46%

12 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTION BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON
S.S OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* Joint Filing
(a) (128)
(b) (128)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF None

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY EACH 1,560,028

7 SOLE DISPOSITIVE POWER
REPORTING PERSON WITH None

8 SHARED DISPOSITIVE POWER

1,560,028

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,560,028

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.46%

12 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP NO. 278763107

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1 NAME OF REPORTING PERSON
S.S OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Merrill Lynch MBP Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* Joint Filing
(a) (128)
(b) (128)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

None
NUMBER OF

SHARES 6 SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH 1,560,028

REPORTING 7 SOLE DISPOSITIVE POWER
PERSON WITH None

8 SHARED DISPOSITIVE POWER

1,560,028

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,560,028

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.46%

12 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP NO. 278763107 13G PAGE 20 OF 35 PAGES

1 NAME OF REPORTING PERSON
S.S OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Merchant Banking L.P. No. IV

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* Joint Filing
(a) (128)
(b) (128)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

None
NUMBER OF

SHARES 6 SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH 1,560,028

REPORTING PERSON 7 SOLE DISPOSITIVE POWER
WITH None

8 SHARED DISPOSITIVE POWER

1,560,028

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,560,028

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.46%

12 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTION BEFORE FILLING OUT!

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SCHEDULE 13G

Item 1 (a) Name of Issuer:

Eckerd Corporation

Item 1 (b) Address of Issuer's Principal Executive Offices:

8333 Bryan Dairy Road, Largo, Florida 34647

Item 2 (a) Names of Persons Filing:

Merrill Lynch & Co., Inc.
Merrill Lynch Group, Inc.
Merrill Lynch Capital Partners, Inc.
Merrill Lynch LBO Partners No. I, L.P.
Merrill Lynch LBO Partners No. B-II, L.P.

Merrill Lynch Capital Appreciation Partnership No. II,
L.P.
ML Offshore LBO Partnership No. II
ML IBK Positions, Inc.
KECALP Inc.
Merrill Lynch KECALP 1989
Merrill Lynch KECALP 1986
Merrill Lynch Capital Corporation
Merrill Lynch Capital Appreciation Partnership No. B-IX,
L.P.
ML Offshore LBO Partnership No. B-IX
ML Employees LBO Managers, Inc.
ML Employees LBO Partnership No. I, L.P.
MLCP Associates L.P. No. II
Merrill Lynch MBP Inc.
Merchant Banking L.P. No. IV

Item 2 (b) Address of Principal Business Office, or, if none, Residence:

Merrill Lynch & Co., Inc.
Merrill Lynch Group, Inc.
250 Vesey Street
World Financial Center, North Tower
New York, New York 10281

Merrill Lynch Capital Partners, Inc.
Merrill Lynch LBO Partners No. I, L.P.
Merrill Lynch Capital Appreciation Partnership No. II,
L.P.
ML Offshore LBO Partnership No. II
ML IBK Positions, Inc.
KECALP Inc.
Merrill Lynch KECALP 1989
Merrill Lynch KECALP 1986
Merrill Lynch Capital Corporation
Merrill Lynch LBO Partners No. B-II, L.P.
Merrill Lynch Capital Appreciation Partnership No. B-IX,
L.P.
ML Offshore LBO Partnership No. B-IX
ML Employees LBO Managers, Inc.
ML Employees LBO Partnership No. I, L.P.
MLCP Associates L.P. No. II
Merrill Lynch MBP Inc.
Merchant Banking L.P. No. IV
225 Liberty St.
New York, NY 10080

Item 2 (c) Citizenship:

Delaware, except ML Offshore LBO Partnership No. II and ML
Offshore LBO Partnership No. B-IX, which are Cayman Islands
partnerships.

Item 2 (d) Title of Class of Securities:

Common Stock, par value \$.01 per share

Item 2 (e) CUSIP Number

278763107

Item 3 If this statement is filed pursuant to Rules 13d-1 (b), or
13d-2(b), check whether the person filing is a

- (a) Broker or Dealer registered under Section 16 of the Act
(b) Bank as defined in section 3(a)(6) of the Act (c)
Insurance Company as defined in section 3(a)(19) of the Act (d)
Investment Company registered under section 8 of the
Investment Company Act
(e) Investment Adviser registered under section
203 of the
Investment Advisers Act of 1940 (f) Employee Benefit
Plan, Pension Fund which is subject to
the provisions of the Employee Retirement Income
Security Act of 1974 or Endowment Fund; see
Sec. 240 . 13d-1(b)(1)(ii)(F)
(g) Parent Holding Company, in accordance with
Sec. 240.13d-1(b)(ii)(G) (Note: See Item 7)
(h) Group, in accordance with Sec.
240.13d-1(b)(1)(ii)(H)

Item 4 Ownership

(a) Amount Beneficially Owned:

See Item 9 of Cover Pages. Pursuant to Section 240.13d-4, Merrill Lynch & Co., Inc., Merrill Lynch Group, Inc., Merrill Lynch Capital Partners, Inc., Merrill Lynch LBO Partners No. I, L.P., Merrill Lynch LBO Partners No. B-II, L.P., KECALP Inc., ML Employees LBO Managers, Inc., and Merrill Lynch MBP Inc., (the "Reporting Persons") disclaim beneficial ownership of the securities of Eckerd Corporation referred to herein, and the filing of this Schedule 13G shall not be construed as an admission that the Reporting Companies are, for the purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934 (the "Act"), the beneficial owner of any securities of Eckerd Corporation covered by this statement.

(b) Percent of Class:

See Item 11 of Cover Pages

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:
See Item 5 of Cover Pages

(ii) shared power to vote or to direct the vote:
See Item 6 of Cover Pages

(iii) sole power to dispose or to direct the disposition of:
See Item 7 of Cover Pages

(iv) shared power to dispose or to direct disposition of:
See Item 8 of Cover Pages

Item 5 Ownership Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [x].

Item 6 Ownership of More than Five Percent on Behalf of Another Person.

Certain wholly owned subsidiaries of Merrill Lynch & Co., Inc., and Merrill Lynch Group, Inc., either directly or as general partner of various limited partnerships have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of the class of securities reported herein. See Exhibit A.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

See Exhibit A

Item 8 Identification and Classification of Members of the Group.

See Exhibit B

Item 9 Notice of Dissolution of Group.

Not Applicable

Item 10 Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

Signature.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

MERRILL LYNCH & CO., INC.
MERRILL LYNCH GROUP, INC.
ML IBK POSITIONS, INC.
KECALP INC.
MERRILL LYNCH MBP INC.

Date: May 7, 1996 By: /s/ Marcia L. Tu

Marcia L. Tu
Attorney-in-Fact*

MERRILL LYNCH CAPITAL PARTNERS,
INC.

Date: May 7, 1996 By: /s/ Marcia L. Tu

Marcia L. Tu
Vice President & Secretary

MERRILL LYNCH LBO PARTNERS
NO. I, L.P.

By: Merrill Lynch Capital Partners, Inc.,
its general partner

Date: May 7, 1996 By: /s/ Marcia L. Tu

Marcia L. Tu
Vice President & Secretary

MERRILL LYNCH LBO PARTNERS
NO. B-II, L.P.

By: Merrill Lynch Capital Partners, Inc.,
its general partner

Date: May 7, 1996 By: /s/ Marcia L. Tu

Marcia L. Tu
Vice President & Secretary

MERRILL LYNCH CAPITAL
APPRECIATION PARTNERSHIP
NO. II, L.P.

By: Merrill Lynch LBO Partners
No. I, L.P., its general partner
By: Merrill Lynch Capital Partners, Inc.,
its general partner

Date: May 7, 1996 By: /s/ Marcia L. Tu

Marcia L.Tu
Vice President & Secretary

ML OFFSHORE LBO PARTNERSHIP NO. II
By: Merrill Lynch LBO Partners
No. I, L.P., its investment general partner
By: Merrill Lynch Capital Partners, Inc.,
its general partner

Date: May 7, 1996 By: /s/ Marcia L. Tu

Marcia L.Tu
Vice President & Secretary

MERRILL LYNCH KECALP 1989
By: KECALP Inc., its general partner

Date: May 7, 1996 By: /s/ Marcia L. Tu

Marcia L.Tu
Attorney-in-Fact*

MERRILL LYNCH KECALP 1986
By: KECALP INC. its general partner

Date: May 7, 1996 By: /s/ Marcia L. Tu

Marcia L.Tu
Attorney-in-Fact*

MERRILL LYNCH CAPITAL CORPORATION

Date: May 7, 1996 By: /s/ James Rossi

James Rossi
Secretary

MERRILL LYNCH CAPITAL
APPRECIATION PARTNERSHIP
NO. B-IX, L.P.
By: Merrill Lynch LBO Partners
No. B-II, its general partner
By: Merrill Lynch Capital Partners, Inc.,
its general partner

Date: May 7, 1996 By: /s/ Marcia L. Tu

Marcia L.Tu
Vice President & Secretary

ML Offshore LBO Partnership No. B-IX,L.P.
By: Merrill Lynch LBO Partners No. B-II,L.P.,
its investment general partner
By: Merrill Lynch Capital Partners, Inc.,
its general partner

Date: May 7, 1996 By: /s/ Marcia L. Tu

Marcia L.Tu
Vice President & Secretary

ML EMPLOYEES LBO MANAGERS, INC.

Date: May 7, 1996 By: /s/ Marcia L. Tu

Marcia L.Tu
Secretary

ML EMPLOYEES LBO PARTNERSHIP

No. I L.P.
By: ML Employees LBO Managers, Inc.
its general partner

Date: May 7, 1996 By: /s/ Marcia L. Tu

Marcia L.Tu
Secretary

MLCP Associates L.P. No. II
By: Merrill Lynch Capital Partners, Inc.,
its general partner

Date: May 7, 1996 By: /s/ Marcia L. Tu

Marcia L.Tu
Vice President & Secretary

MERCHANT BANKING L.P. No. IV
By: Merrill Lynch MBP Inc.
its general partner

Date: May 7, 1996 By: /s/ Marcia L. Tu

Marcia L.Tu
Attorney-in-Fact*

Exhibit A to Schedule 13G

ITEM 7 DISCLOSURE RESPECTING SUBSIDIARIES

Two of the persons filing this report, Merrill Lynch & Co., Inc., a Delaware corporation ("ML&Co."), and Merrill Lynch Group, Inc., a Delaware corporation ("ML Group"), are parent holding companies pursuant to Rule 13d-1(b)(1)(ii)(G). Pursuant to the instructions in Item 7 of Schedule 13G, the relevant subsidiaries of ML&Co. are ML Group, Merrill Lynch Capital Partners, Inc. ("MLCP"), KECALP Inc. ("KECALP"), Merrill Lynch MBP Inc. ("MLMBP"), Merrill Lynch Capital Corporation ("MLCC"), ML Employees LBO Managers, Inc. ("LBO"), and ML IBK Positions, Inc. ("MLIBK"). The relevant subsidiaries of ML Group are MLCP, KECALP, MLMBP, MLCC, LBO and MLIBK.

ML Group, a wholly-owned direct subsidiary of ML&Co. may be deemed to be the beneficial owner of 4.46% of the securities of Eckerd Corporation (the "Securities") by virtue of its control of its wholly-owned subsidiaries MLCP, KECALP, MLMBP, MLCC, LBO and MLIBK.

MLCP, a Delaware corporation, may be deemed to be the beneficial owner of Securities by virtue of (i) its status as general partner of a limited partnership, Merrill Lynch LBO Partners No. I, L.P., ("LBO I"), that acts as general partner of two limited partnerships that own the Securities, (ii) its status as general partner of a limited partnership, Merrill Lynch LBO Partners No. B-II, L.P. ("LBO B-II") that acts as general partner of two limited partnerships that own the securities, (iii) its control of its wholly-owned subsidiary LBO, which is the general partner of a limited partnership and (iv) its status as general partner of MLCP Associates L.P. No. II. Each of such partnerships own of such record less than 5% of the Securities.

KECALP and MLMBP are all wholly-owned subsidiaries of ML Group and each act as general partners of limited partnerships or have subsidiaries that act as general partner for limited partnerships that are record owners of the Securities. No one limited partnership owns more than 5% of the Securities.

MLCC is a wholly-owned subsidiary of MLIBK, which is a wholly-owned subsidiary of ML Group. Each of MLCC and MLIBK are record owners of less than 5% of the Securities.

Those partnerships that are the record owners of the Securities and MLCC and MLIBK may be deemed to be a group and therefore may be deemed to beneficially own all of the Securities held by the group, which constitute 4.46% of the outstanding Securities. Consequently, each of the general partners of the partnerships and their parent corporations may also be deemed to beneficially own all of the Securities held by the group. Each of the entities disclaims beneficial ownership of the Securities not held of record by it.

Exhibit B to Schedule 13G

ITEM 8 IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF A GROUP

The following entities may be deemed to be members of a group. All of such entities disclaim membership in such group, except Merrill Lynch Capital Appreciation Partnership No. II, L.P., ML Offshore LBO Partners No. II, Merrill Lynch Capital Appreciation Partnership No. B-IX, L.P. and ML Offshore LBO Partners No. B-IX. See Exhibit A.

Merrill Lynch Capital Appreciation Partnership No. II, L.P.
ML Offshore LBO Partners No. II
Merrill Lynch Capital Appreciation Partnership No. B-IX, L.P.
ML Offshore LBO Partners No. B-IX
ML IBK Positions, Inc.
ML Employees LBO Partnership No. I, L.P.
KECALP 1986 L.P.
KECALP 1989 L.P.
Merrill Lynch Capital Corporation
ML Employees LBO Partnership No. I, L.P.
MLCP Associates L.P. No. II
Merchant Banking L.P. No. IV

EXHIBIT C

POWER OF ATTORNEY

To Prepare and Execute Documents Pursuant to Sections 13 and 16 of the Securities Exchange Act of 1934, as Amended, and Rules Thereunder, by and on Behalf of

MERRILL LYNCH & CO., INC.

Know all by these presents, that the undersigned hereby constitutes and appoints Marcia L. Tu its true and lawfully attorney-in-fact to:

(1) to prepare and execute, for and on behalf of the undersigned, any and all forms, schedules, reports and other documents relating to Merrill Lynch & Co., Inc.'s direct or indirect ownership of securities that are required to be filed with the United States Securities and Exchange Commission pursuant to Section 13 and 16 of the Securities Exchange Act of 1934, as amended, and the rules thereunder (collectively, the "Exchange Act");

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to comply with the requirements of Sections 13 and 16 of the Exchange Act including, but not limited to, executing documents required by said sections of the Exchange Act and effecting the timely filing thereof with the United States Securities and Exchange Commission and any other authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such attorney-in-fact might or could do if personally present, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Sections 13 or 16 of the Exchange Act.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this __30th__ day of November 1994.

Merrill Lynch & Co., Inc.

By: /s/ Barry S. Friedberg
Barry S. Friedberg
Executive Vice President

POWER OF ATTORNEY

To Prepare and Execute Documents Pursuant to Sections 13 and 16 of the Securities Exchange Act of 1934, as Amended, and Rules Thereunder, by and on Behalf of

MERRILL LYNCH GROUP, INC.

Know all by these presents, that the undersigned hereby constitutes and appoints Marcia L. Tu its true and lawful attorney-in-fact to:

(1) to prepare and execute, for and on behalf of the undersigned, any and all forms, schedules, reports and other documents relating to Merrill Lynch Group, Inc.'s direct or indirect ownership of securities that are required to be filed with the United States Securities and Exchange Commission pursuant to Section 13 and 16 of the Securities Exchange Act of 1934, as amended, and the rules thereunder (collectively, the "Exchange Act");

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to comply with the requirements of Sections 13 and 16 of the Exchange Act including, but not limited to, executing documents required by said sections of the Exchange Act and effecting the timely filing thereof with the United States Securities and Exchange Commission and any other authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such attorney-in-fact might or could do if personally present, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Sections 13 or 16 of the Exchange Act.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 8th day of December 1994.

Merrill Lynch Group, Inc.

By: /s/ Rosemary T. Berkery
Rosemary T. Berkery
Vice President

POWER OF ATTORNEY

To Prepare and Execute Documents Pursuant to Sections 13 and 16 of the Securities Exchange Act of 1934, as Amended, and Rules Thereunder, by and on Behalf of

ML IBK POSITIONS, INC.

Know all by these presents, that the undersigned hereby constitutes and appoints Marcia L. Tu its true and lawfully attorney-in-fact to:

(1) to prepare and execute, for and on behalf of the undersigned, any and all forms, schedules, reports and other documents relating to ML IBK Positions, Inc.'s direct or indirect ownership of securities that are required to be filed with the United States Securities and Exchange Commission pursuant to Section 13 and 16 of the Securities Exchange Act of 1934, as amended, and the rules thereunder (collectively, the "Exchange Act");

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to comply with the requirements of Sections 13 and 16 of the Exchange Act including, but not limited to, executing documents

required by said sections of the Exchange Act and effecting the timely filing thereof with the United States Securities and Exchange Commission and any other authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such attorney-in-fact might or could do if personally present, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Sections 13 or 16 of the Exchange Act.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this _30th_day of November 1994.

ML IBK Positions, Inc.

By: /s/ James V. Caruso
James V. Caruso
Vice President

POWER OF ATTORNEY

To Prepare and Execute Documents Pursuant to Sections 13 and 16 of the Securities Exchange Act of 1934, as Amended, and Rules Thereunder, by and on Behalf of

KECALP INC.

Know all by these presents, that the undersigned hereby constitutes and appoints Marcia L. Tu its true and lawfully attorney-in-fact to:

(1) to prepare and execute, for and on behalf of the undersigned, any and all forms, schedules, reports and other documents relating to KECALP Inc.'s direct or indirect ownership of securities that are required to be filed with the United States Securities and Exchange Commission pursuant to Section 13 and 16 of the Securities Exchange Act of 1934, as amended, and the rules thereunder (collectively, the "Exchange Act");

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to comply with the requirements of Sections 13 and 16 of the Exchange Act including, but not limited to, executing documents required by said sections of the Exchange Act and effecting the timely filing thereof with the United States Securities and Exchange Commission and any other authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such attorney-in-fact might or could do if personally present, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Sections 13 or 16 of the Exchange Act.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this _30th_day of November 1994.

KECALP Inc.

By: /s/ James V. Caruso
James V. Caruso
Vice President

POWER OF ATTORNEY

To Prepare and Execute Documents Pursuant to Sections 13 and 16 of the Securities Exchange Act of 1934, as Amended, and Rules Thereunder, by and on Behalf of

MERRILL LYNCH MBP INC.

Know all by these presents, that the undersigned hereby constitutes and appoints Marcia L. Tu its true and lawfully attorney-in-fact to:

(1) to prepare and execute, for and on behalf of the undersigned, any and all forms, schedules, reports and other documents relating to Merrill Lynch MBP Inc.'s direct or indirect ownership of securities that are required to be filed with the United States Securities and Exchange Commission pursuant to Section 13 and 16 of the Securities Exchange Act of 1934, as amended, and the rules thereunder (collectively, the "Exchange Act");

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to comply with the requirements of Sections 13 and 16 of the Exchange Act including, but not limited to, executing documents required by said sections of the Exchange Act and effecting the timely filing thereof with the United States Securities and Exchange Commission and any other authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such attorney-in-fact might or could do if personally present, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Sections 13 or 16 of the Exchange Act.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this __30th day of November 1994.

Merrill Lynch MBP Inc.

By: /s/ James V. Caruso
James V. Caruso
Vice President

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- * See Exhibit C for Power of Attorney
- * See Exhibit C for Power of Attorney.
- * See Exhibit C for Power of Attorney
- * See Exhibit C for Power of Attorney.