

Subject to Completion
 Preliminary Prospectus Supplement dated June 11, 2001

PROSPECTUS SUPPLEMENT

(To prospectus dated January 24, 2001)

[LOGO]

2,500,000 Units
 Merrill Lynch & Co., Inc.
 Strategic Return Notes SM
 Linked to the Institutional Holdings Index due June , 2006
 (the "Notes")
 \$10 original public offering price per Unit

The Notes: Payment at maturity or upon exchange:

- . Senior unsecured debt securities of Merrill Lynch & Co., Inc.
 - . Exchangeable at your option for a cash payment during a specified period in June of each year from 2002 through 2005 as described in this prospectus supplement.
 - . No payments prior to maturity unless exchanged.
 - . Linked to the value of the Institutional Holdings Index (index symbol " ").
 - . We will apply to have the Notes listed on a national securities exchange under the trading symbol "DSN".
 - . Expected closing date: June , 2001.
- . At maturity or upon exchange, you will receive a cash amount based upon the percentage change in the value of the Institutional Holdings Index, which reflects the total return of twenty stocks in the Amex Institutional Index that meet certain criteria less an annual index adjustment factor of 1.5%.
 - . At maturity or upon exchange, the amount you receive will depend on the value of the Institutional Holdings Index. The value of the Institutional Holdings Index must increase in order for you to receive at least the original public offering price of \$10 per Note upon exchange or at maturity. If the value of the Institutional Holdings Index has declined or has not increased sufficiently, you will receive less, and possibly significantly less, than the original public offering price of \$10 per Note.

Investing in the Notes involves risk.
 See "Risk Factors" beginning on page S-7 of this prospectus supplement.

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

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	Per Unit	Total
	-----	-----
<S>	<C>	<C>
Public offering price.....	\$10.00	\$25,000,000
Underwriting fee.....	\$.20	\$
Proceeds, before expenses, to Merrill Lynch & Co., Inc.	\$9.90*	\$

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The public offering and the underwriting fee for any single transaction to purchase:

- (a) between 100,000 Units and 499,999 Units will be \$ per Unit and \$ per Unit respectively, and
- (b) 500,000 Units or more will be \$ per Unit and \$ per Unit, respectively.

* \$.10 per Unit of the underwriting fee will be paid to the underwriter by a subsidiary of Merrill Lynch & Co., Inc. For a description of this payment, please see the section entitled "Underwriting" in this prospectus supplement.

The date of this prospectus supplement is June , 2001.

"Strategic Return Notes" is a service mark of Merrill Lynch & Co., Inc.

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SUMMARY INFORMATION--Q&A

This summary includes questions and answers that highlight selected information from this prospectus supplement and the accompanying prospectus to help you understand the Strategic Return NotesSM Linked to the Institutional Holdings Index due June , 2006 (the "Notes"). You should carefully read this prospectus supplement and the accompanying prospectus to fully understand the terms of the Notes, the Institutional Holdings Index and the tax and other considerations that are important to you in making a decision about whether to invest in the Notes. You should carefully review the "Risk Factors" section, which highlights certain risks associated with an investment in the Notes, to determine whether an investment in the Notes is appropriate for you.

References in this prospectus supplement to "ML&Co." "we", "us" and "our" are to Merrill Lynch & Co., Inc., and references to "MLPF&S" are to Merrill Lynch, Pierce, Fenner & Smith Incorporated.

What are the Notes?

The Notes will be a series of senior debt securities issued by ML&Co. and will not be secured by collateral. The Notes will rank equally with all of our other unsecured and unsubordinated debt. The Notes will mature on June , 2006 unless exchanged by you as described in this prospectus supplement.

A Unit will represent a single Note with an original public offering price of \$10.00 (a "Unit"). You may transfer the Notes only in whole Units. You will not have the right to receive physical certificates evidencing your ownership except under limited circumstances. Instead, we will issue the Notes in the form of a global certificate, which will be held by The Depository Trust Company, also known as DTC, or its nominee. Direct and indirect participants in DTC will record your ownership of the Notes. You should refer to the section entitled "Description of the Notes--Depositary" in this prospectus supplement.

What will I receive upon maturity of the Notes?

At maturity, if you have not previously exchanged your Notes, you will receive a cash payment on the Notes equal to the "Redemption Amount".

The "Redemption Amount" per Unit will equal:

$$\begin{array}{r} \text{\$9.90} \times \left(\frac{\text{(Ending Value)}}{\text{(Starting Value)}} \right) \end{array}$$

The Institutional Holdings Index must increase in order for you to receive a Redemption Amount equal to or greater than the original public offering price and if the value of the Institutional Holdings Index declines, you will receive less than the original public offering price of the Notes.

The "Starting Value" will be set to 100 on the date the Notes are priced for initial sale to the public (the "Pricing Date").

For purposes of determining the Redemption Amount the "Ending Value" means the average, arithmetic mean, of the values of the Institutional Holdings Index at the close of the market on five business days shortly before the maturity of the Notes. We may calculate the Ending Value by reference to fewer

than five or even a single day's closing value if, during the period shortly before the maturity date of the Notes, there is a disruption in the trading of a stock included in the Institutional Holdings Index or certain futures or options contracts relating to the Institutional Holdings Index.

For more specific information about the Redemption Amount, please see the section entitled "Description of the Notes" in this prospectus supplement.

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Examples

Here are two examples of Redemption Amount calculations:

Example 1--The Institutional Holdings Index is below the Starting Value at maturity:

Starting Value: 100
Hypothetical Ending Value: 20

$$\text{Redemption Amount (per Unit)} = \$9.90 \times \frac{(20)}{(100)} = \$1.98$$

Total payment at maturity (per Unit) = \$1.98

Example 2--The Institutional Holdings Index is above the Starting Value at maturity:

Starting Value: 100
Hypothetical Ending Value: 180

$$\text{Redemption Amount (per Unit)} = \$9.90 \times \frac{(180)}{(100)} = \$17.82$$

Total payment at maturity (per Unit) = \$17.82

How does the exchange feature work?

You may elect to exchange all or a portion of your Notes during a specified period in the month of June in the years 2002 through 2005 by giving notice to the depository or trustee of the Notes as the case may be, as described in this prospectus supplement. The amount of the cash payment you receive upon exchange (the "Exchange Amount") will be equal to the Redemption Amount, calculated as if the Exchange Date, as defined in this prospectus supplement, were the stated maturity date, except that the Ending Value will be equal to the closing value of the Institutional Holdings Index on the Exchange Date. You will receive payment of the Exchange Amount three Business Days following the Exchange Date. If you elect to exchange your Notes you will receive only the Exchange Amount and you will not receive the Redemption Amount at maturity. The Exchange Amount you receive may be greater than or less than the Redemption Amount at maturity depending upon the performance of the Institutional Holdings Index during the period from the Exchange Date until the stated maturity date. In addition, if the value of the Institutional Holdings Index has not increased sufficiently above the Starting Value, the Exchange Amount will be less than the original public offering price.

For more specific information about the exchange feature, please see the section entitled "Description of the Notes--Exchange of the Notes prior to maturity" in this prospectus supplement.

Who publishes the Institutional Holdings Index and what does the Institutional Holdings Index measure?

The Institutional Holdings Index will be calculated and disseminated by a nationally recognized securities exchange (the "Index Calculation Agent"). We will disclose the Index Calculation Agent to you in the final prospectus supplement delivered to you in connection with sales of the Notes. The Institutional Holdings Index is an index which reflects the price changes and dividends of twenty stocks from a group of certain stocks in the Amex Institutional Index less an annual index adjustment factor of 1.5% applied daily (the "Index Adjustment Factor"). The Institutional Holdings Index will be reconstituted each year on the anniversary of the Pricing Date or, under certain circumstances, on a day shortly after the anniversary date, as described in this prospectus supplement. For more specific information about the Institutional Holdings Index and its reconstitution, and the Index Adjustment Factor, please see the section entitled "The Institutional Holdings Index" in this prospectus supplement.

Please note that the Notes are debt obligations of ML&Co., and an investment in the Notes does not entitle you to any ownership interest in the stocks underlying the Institutional Holdings Index (collectively, the

How has the Institutional Holdings Index performed historically?

The value of the Institutional Holdings Index will be set to 100 on the Pricing Date. While there is currently no historical information on the Institutional Holdings Index, we have provided a table and a graph showing the hypothetical month-end closing values of the Institutional Holdings Index from May 1996 to May 2001, assuming the Institutional Holdings Index was initially calculated and set to 100 on May 31, 1996. The closing values have been calculated hypothetically on the same basis that the Institutional Holdings Index will be calculated. We have provided this information to illustrate how the Institutional Holdings Index would have performed in the past. For further details on the calculation of these hypothetical closing values please refer to the section entitled "Hypothetical Historical Month-End Closing Levels" in this prospectus supplement. Any historical upward or downward trend in the level of the Institutional Holdings Index during this hypothetical historical period is not an indication that the Institutional Holdings Index is more or less likely to increase or decrease at any time during the term of the Notes.

Will I receive interest payments on the Notes?

You will not receive any interest payments on the Notes, but you will receive the Exchange Amount following the exercise of your exchange option or the Redemption Amount at maturity. We have designed the Notes for investors who are willing to forego market interest payments on the Notes, such as fixed or floating interest rates paid on standard senior non-callable debt securities, in exchange for the Exchange Amount or the Redemption Amount.

What about taxes?

The U.S. federal income tax consequences of an investment in the Notes are complex and uncertain. Pursuant to the terms of the Notes, ML&Co. and you agree, in the absence of an administrative or judicial ruling to the contrary, to characterize a Note for all tax purposes as a pre-paid cash-settled forward contract linked to the value of the Institutional Holdings Index. Under this characterization of the Notes, you should be required to recognize gain or loss to the extent that you receive cash on the maturity date or upon a sale or exchange of a Note prior to the maturity date. You should review the discussion under the section entitled "United States Federal Income Taxation" in this prospectus supplement.

Will the Notes be listed on a stock exchange?

We will apply to have the Notes listed on a national securities exchange. We will disclose the exchange and the trading symbol of the Notes to you in the final prospectus supplement delivered in connection with sales of the Notes. You should be aware that listing the Notes on a national securities exchange will not necessarily ensure that a liquid trading market will be available for the Notes. You should review the section entitled "Risk Factors--There may be an uncertain trading market for the Notes" in this prospectus supplement.

What is the role of MLPF&S?

Our subsidiary, MLPF&S, is the underwriter for the offering and sale of the Notes. After the initial offering, MLPF&S intends to buy and sell Notes to create a secondary market for holders of the Notes, and may stabilize or maintain the market price of the Notes during their initial distribution. However, MLPF&S will not be obligated to engage in any of these market activities or continue them once it has started.

MLPF&S will also be our agent for purposes of calculating, among other things, the Ending Value, Redemption Amount and Exchange Amounts. Under certain circumstances, these duties could result in a conflict of interest between the status of MLPF&S as our subsidiary and its responsibilities as calculation agent.

Who is ML&Co.?

Merrill Lynch & Co., Inc. is a holding company with various subsidiary and affiliated companies that provide investment, financing, insurance and related services on a global basis.

For information about ML&Co., see the section entitled "Merrill Lynch & Co., Inc." in the accompanying prospectus. You should also read other documents we have filed with the SEC, which you can find by referring to the section entitled "Where You Can Find More Information" in this prospectus supplement.

Are there any risks associated with my investment?

Yes, an investment in the Notes is subject to risk. Please refer to the section entitled "Risk Factors" in this prospectus supplement.

RISK FACTORS

Your investment in the Notes will involve risks. An investment in the Notes involves credit risks which are identical to those related to investments in any other debt obligations of ML&Co., and additional risks which are similar to investing in each of the underlying securities that comprise the Institutional Holdings Index. You should carefully consider the following discussion of risks before deciding whether an investment in the Notes is suitable for you.

Your investment may result in a loss

We will not repay you a fixed amount of principal on the Notes at maturity or upon exchange. The payment on the Notes will depend on the change in the value of the Institutional Holdings Index. Because the value of the Institutional Holdings Index is subject to market fluctuations, the amount of cash you receive may be more or less than the original public offering price of your Notes. If the applicable Ending Value, at maturity or at the time you exchange your Notes, is less than or not sufficiently above the Starting Value the amount you receive will be less than the original public offering price of each Note, in which case your investment in the Notes will result in a loss to you. The original public offering price of \$10 per Unit exceeds the \$9.90 per Unit amount used to calculate the Redemption Amount and therefore the Institutional Holdings Index must increase in order for you to receive a Redemption Amount or Exchange Amount equal to the original public offering price.

The value of the Institutional Holdings Index is expected to affect the trading value of the Notes

The market value of the Notes will depend substantially on the amount by which the Institutional Holdings Index exceeds or does not exceed the Starting Value. The value of the Notes is related to the Institutional Holdings Index, and consequently, a sale of the Notes may result in a loss. Additionally, because the trading value and perhaps final return on your Notes is dependent upon factors in addition to the Index, such as our credit rating, an increase in the value of the Institutional Holdings Index will not reduce the other investment risks related to the Notes.

Changes in our credit ratings may affect the trading value of the Notes

Our credit ratings are an assessment of our ability to pay our obligations. Consequently, real or anticipated changes in our credit ratings may affect the trading value of the Notes. However, because your return on your Notes is dependent upon factors in addition to our ability to pay our obligations under the Notes, such as the value of the Institutional Holdings Index at maturity, an improvement in our credit ratings will not reduce the other investment risks related to the Notes.

The Notes may have risks similar to concentrated investments

As a result of market fluctuations and/or reconstitution events, an investment in the Notes may carry risks similar to a concentrated investment in one or more industries.

Your yield may be lower than the yield on other debt securities of comparable maturity

The amount we pay you at maturity or upon exchange may be less than the return you could earn on other investments. Your yield may be less than the yield you would earn if you bought other senior non-callable debt securities of ML&Co. with the same stated maturity date. Your investment may not reflect the full opportunity cost to you when you take into account factors that affect the time value of money.

Your return will not reflect the return of owning the Institutional Holdings Stocks

While the Institutional Holdings Index does reflect the payment of dividends on the stocks underlying the Institutional Holdings Index as described in more detail below, the yield to the maturity of the Notes will

not produce the same yield as if the Institutional Holdings Stocks were purchased and held for a similar period. At the end of each calendar quarter, the dividends accrued on the stocks underlying the Institutional Holdings Index will be incorporated into the Institutional Holdings Index by adjusting the Share Multipliers of the stocks and the amounts will thereafter be subject to the price movements of the Institutional Holdings Stocks. In addition, at the end of each day, the Institutional Holdings Index will be reduced by a pro rata portion of the annual Index Adjustment Factor of 1.5%. Due to the effect of the

annual Index Adjustment Factor and to the matters discussed above under "Your investment may result in loss", the return on an investment in the Notes will be less than the return on a similar investment in the Institutional Holdings Stocks, assuming transaction costs and taxes are not taken into account. The trading value of the Notes and final return on the Notes may also differ from the results of the Institutional Holdings Index for the reasons discussed above under "Changes in our credit ratings may affect the trading value of the Notes".

There may be an uncertain trading market for the Notes

We will apply to have the Notes listed on a national securities exchange which we will disclose to you in the final prospectus supplement delivered to you in connection with sales of the Notes. However, you cannot assume that a trading market will develop for the Notes. If a trading market does develop, there can be no assurance that there will be liquidity in the trading market. The development of a trading market for the Notes will depend on our financial performance and other factors such as the change in the value of the Institutional Holdings Index.

If the trading market for the Notes is limited, there may be a limited number of buyers for your Notes if you do not wish to hold your investment until maturity. This may affect the price you receive.

Risk factors specific to companies included in the Institutional Holdings Index

The Institutional Holdings Index is an index which reflects the price changes and dividends of twenty Qualifying Stocks in the Amex Institutional Index less an annual Index Adjustment Factor. The stock prices of some of the companies included in the Institutional Holdings Index (the "Institutional Holdings Companies") have been and may continue to be volatile. These stock prices could be subject to wide fluctuations in response to a variety of factors, including the following:

- . general market fluctuations;
- . actual or anticipated variations in the quarterly operating results of the Institutional Holdings Companies;
- . announcements of technological innovations or new services offered by competitors of the Institutional Holdings Companies;
- . changes in financial estimates by securities analysts;
- . regulatory or legal developments, including significant litigation matters, affecting the Institutional Holdings Companies or in the industries in which they operate;
- . announcements by competitors of the Institutional Holdings Companies of significant acquisitions, strategic partnerships, joint ventures or capital commitments; and
- . departures of key personnel of the Institutional Holdings Companies.

The international operations of some of the Institutional Holdings Companies expose them to risks associated with instability and changes in economic and political conditions, foreign currency fluctuations, changes in foreign regulations and other risks inherent to international business. Some of the Institutional Holdings Companies have international operations, which are essential parts of their businesses. The risks of international business that these companies are exposed to include the following:

- . general economic, social and political conditions;

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- . the difficulty of enforcing intellectual property rights, agreements and collecting receivables through certain foreign legal systems;
- . differing tax rates, tariffs, exchange controls or other similar restrictions;
- . currency fluctuations;
- . changes in, and compliance with, domestic and foreign laws and regulations which impose a range of restrictions on operations, trade practices, foreign trade and international investment decisions; and
- . reduction in the number or capacity of personnel in international markets.

Amounts payable on the Notes may be limited by state law

New York State law governs the 1983 Indenture under which the Notes will be issued. New York has usury laws that limit the amount of interest that can

be charged and paid on loans, which includes debt securities like the Notes. Under present New York law, the maximum rate of interest is 25% per annum on a simple interest basis. This limit may not apply to debt securities in which \$2,500,000 or more has been invested.

While we believe that New York law would be given effect by a state or Federal court sitting outside of New York, many other states also have laws that regulate the amount of interest that may be charged to and paid by a borrower. We will promise, for the benefit of the Note holders, to the extent permitted by law, not to voluntarily claim the benefits of any laws concerning usurious rates of interest.

Purchases and sales by us and our affiliates may affect your return

We and our affiliates may from time to time buy or sell the Institutional Holdings Stocks or futures or options contracts on the Institutional Holdings Index for our own accounts for business reasons or in connection with hedging our obligations under the Notes. These transactions could affect the price of the Institutional Holdings Stocks and, in turn, the value of the Institutional Holdings Index in a manner that would be adverse to your investment in the Notes. Any purchases by us, our affiliates or others on our behalf on or before the Pricing Date may temporarily increase the prices of the Institutional Holdings Stocks. Temporary increases in the market prices of the Institutional Holdings Stocks may also occur as a result of the purchasing activities of other market participants. Consequently, the prices of the Institutional Holdings Stocks may decline subsequent to the Pricing Date reducing the value of the Institutional Holdings Index and therefore the market value of the Notes.

Potential conflicts

Our subsidiary, MLPF&S, is our agent for the purposes of calculating the Ending Value, Redemption Amount and Exchange Amounts. Under certain circumstances, MLPF&S' role as our subsidiary and its responsibilities as calculation agent for the Notes could give rise to conflicts of interest. These conflicts could occur, for instance, in connection with its determination as to whether the value of the Institutional Holdings Index can be calculated on a particular trading day, or in connection with judgments that it would be required to make in the event of a discontinuance of the Institutional Holdings Index. See the sections entitled "Description of the Notes--Adjustments to the Institutional Holdings Index; Market Disruption Events" and "--Discontinuance of the Institutional Holdings Index" in this prospectus supplement. MLPF&S is required to carry out its duties as calculation agent in good faith and using its reasonable judgment. However, you should be aware that because we control MLPF&S, potential conflicts of interest could arise. MLPF&S, the underwriter, will pay an additional amount on each Anniversary Date (as defined in this prospectus supplement) in 2002 through 2005 to brokers whose clients purchased their Units in the initial distribution and continue to hold their Notes. You should understand that as a result of this additional payment, your broker receives a financial benefit each year you retain your investment in the Notes. Please see the section entitled "Underwriting" in this prospectus supplement.

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We have entered into an arrangement with one of our subsidiaries to hedge the market risks associated with our obligation to pay amounts due at maturity on the Notes. This subsidiary expects to make a profit in connection with this arrangement. We did not seek competitive bids for this arrangement from unaffiliated parties.

ML&Co. or its affiliates may presently or from time to time engage in business with one or more of the Institutional Holdings Companies including extending loans to, or making equity investments in, the Institutional Holdings Companies or providing advisory services to the Institutional Holdings Companies, including merger and acquisition advisory services. In the course of business, ML&Co. or its affiliates may acquire non-public information with respect to the Institutional Holdings Companies and, in addition, one or more affiliates of ML&Co. may publish research reports about the Institutional Holdings Companies. ML&Co. does not make any representation to any purchasers of the Notes with respect to any matters whatsoever relating to the Institutional Holdings Companies. Any prospective purchaser of the Notes should undertake an independent investigation of the Institutional Holdings Companies as in its judgment is appropriate to make an informed decision with respect to an investment in the Notes. The composition of the Institutional Holdings Index does not reflect any investment or sell recommendations of ML&Co. or its affiliates.

Uncertain tax consequences

You should consider the tax consequences of investing in the Notes, aspects of which are uncertain. See the section entitled "United States Federal Income Taxation" in this prospectus supplement.

ML&Co. will issue the Notes as a series of senior debt securities under the 1983 Indenture, which is more fully described in the accompanying prospectus. Unless exchanged by you, the Notes will mature on June , 2006.

While at maturity or upon exchange a beneficial owner of a Note will receive an amount equal to the Redemption Amount or the Exchange Amount, as the case may be, there will be no other payment of interest, periodic or otherwise. See the section entitled "--Payment at maturity" and "--Exchange of the Notes prior to maturity" in this prospectus supplement.

The Notes may be exchanged by you during an Exchange Notice Period, but are not subject to redemption by ML&Co. before maturity. If an Event of Default occurs with respect to the Notes, beneficial owners of the Notes may accelerate the maturity of the Notes, as described under "--Events of Default and Acceleration" in this prospectus supplement and "Description of Debt Securities--Events of Default" in the accompanying prospectus.

ML&Co. will issue the Notes in denominations of whole Units each with an original public offering price of \$10 per Unit.

The Notes do not have the benefit of any sinking fund.

Payment at maturity

For each Note that has not been exchanged prior to maturity, the holder will be entitled to receive the Redemption Amount, as provided below.

Determination of the Redemption Amount

The "Redemption Amount" for a Note will be determined by the calculation agent and will equal:

$$\begin{array}{r} \phantom{()} \\ \phantom{()} \text{ (Ending Value)} \\ \$9.90 \text{ X } (\text{-----}) \\ \phantom{()} \text{ (Starting Value)} \end{array}$$

The "Starting Value" will be set to 100 on the Pricing Date.

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For the purpose of determining the Redemption Amount, the "Ending Value" will be determined by the calculation agent and will equal the average, arithmetic mean, of the closing values of the Institutional Holdings Index determined on each of the first five Calculation Days during the Calculation Period. If there are fewer than five Calculation Days during the Calculation Period, then the Ending Value will equal the average, arithmetic mean, of the closing values of the Institutional Holdings Index on those Calculation Days. If there is only one Calculation Day during the Calculation Period, then the Ending Value will equal the closing value of the Institutional Holdings Index on that Calculation Day. If no Calculation Days occur during the Calculation Period, then the Ending Value will equal the closing value of the Institutional Holdings Index determined on the last scheduled Index Business Day in the Calculation Period, regardless of the occurrence of a Market Disruption Event on that day.

The "Calculation Period" means the period from and including the seventh scheduled Index Business Day prior to the maturity date to and including the second scheduled Index Business Day prior to the maturity date.

A "Calculation Day" means any Index Business Day during the Calculation Period on which a Market Disruption Event has not occurred.

An "Index Business Day" means a day on which the New York Stock Exchange and the American Stock Exchange are open for trading and the Institutional Holdings Index or any successor index is calculated and published.

All determinations made by the calculation agent shall be at the sole discretion of the calculation agent and, absent a determination by the calculation agent of a manifest error, shall be conclusive for all purposes and binding on ML&Co. and the holders and beneficial owners of the Notes.

Exchange of the Notes prior to maturity

You may elect to exchange all or a portion of the Notes you own during any Exchange Notice Period by giving notice as described below. An "Exchange Notice Period" means any Business Day from and including the first calendar day of the month of June to and including 12:00 noon in The City of New York on the fifteenth calendar day during the month of June in the years 2002, 2003, 2004 and 2005. If the fifteenth calendar day of the applicable month of June is not a Business Day, then the Exchange Notice Period will be extended to 12:00 noon in The City of New York on the next succeeding Business Day. The amount of the cash payment you receive upon exchange (the "Exchange Amount") will be equal to the Redemption Amount, calculated as if the Exchange Date were the stated

maturity date, except that the Ending Value will be equal to the closing value of the Institutional Holdings Index on the Exchange Date. An "Exchange Date" will be the second Index Business Day following the end of the applicable Exchange Notice Period. If a Market Disruption Event occurs on the second Index Business Day following an Exchange Notice Period, the Exchange Date for that year will be the next succeeding Index Business Day on which a Market Disruption Event does not occur. You will receive the Exchange Amount three Business Days after the Exchange Date.

The Notes will be issued in registered global form and will remain on deposit with the depository as described in this prospectus supplement. Therefore, you must exercise the option to exchange your Notes through the depository. To make your exchange election effective, you must make certain that your notice is delivered to the depository during the applicable Exchange Notice Period. To ensure that the depository will receive timely notice of your election to exchange all or a portion of your Notes, you must instruct the direct or indirect participant through which you hold an interest in the Notes to notify the depository of your election to exchange your Notes prior to 12:00 noon in The City of New York on the last day of the applicable Exchange Notice Period, in accordance with the then applicable operating procedures of the depository. Different firms have different deadlines for accepting instructions from their customers. You should consult the direct or indirect participant through which you hold an interest in the Notes to ascertain the deadline for ensuring that timely notice will be delivered to the depository.

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If at any time the global securities are exchanged for Notes in definitive form, notice of your election to exchange must be delivered to the The Chase Manhattan Bank, as trustee under the 1983 Indenture, through the procedures required by the trustee by 12:00 noon in The City of New York on the last day of the applicable Exchange Notice Period.

Hypothetical returns

The following tables illustrate, for a range of hypothetical Ending Values of the Institutional Holdings Index during the Calculation Period:

- . the total amount payable at maturity for the Notes and an investment in the Institutional Holdings Stocks,
- . the total rate of return to beneficial owners of the Notes and the Institutional Holdings Stocks, and
- . the pretax annualized rate of return to beneficial owners of the Notes and the Institutional Holdings Stocks.

The tables below assume an initial investment of \$10 in the Notes and in the Institutional Holdings Stocks.

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Hypothetical Returns to Strategic Return Notes based on the Institutional Holdings Index				Hypothetical Returns Related to an Investment in the Institutional Holdings Stocks			
Hypothetical Ending Value of the Institutional Holdings Index(1)	Total Amount Payable at Maturity per Note	Total Rate of Return on the Notes	Pretax Annualized Rate of Return on the Notes(3)	Hypothetical Ending Value of an Investment in the Institutional Holdings Stocks(2)	Total Amount Payable at Maturity	Total Rate of Return on the Institutional Holdings Stocks	Pretax Annualized Rate of Return on the Institutional Holdings Stocks(3)
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
20	\$ 1.98	-80.20%	-29.89%	21.56	\$ 2.16	-78.44%	-28.44%
40	\$ 3.96	-60.40%	-17.69%	43.12	\$ 4.31	-56.88%	-16.13%
60	\$ 5.94	-40.60%	-10.15%	64.68	\$ 6.47	-35.32%	-8.52%
80	\$ 7.92	-20.80%	-4.61%	86.23	\$ 8.62	-13.77%	-2.94%
100(4)	\$ 9.90	-1.00%	-0.20%	107.79	\$10.78	7.79%	1.51%
120	\$11.88	18.80%	3.47%	129.35	\$12.94	29.35%	5.21%
140	\$13.86	38.60%	6.63%	150.91	\$15.09	50.91%	8.40%
160	\$15.84	58.40%	9.41%	172.47	\$17.25	72.47%	11.20%
180	\$17.82	78.20%	11.89%	194.03	\$19.40	94.03%	13.70%
200	\$19.80	98.00%	14.13%	215.59	\$21.56	115.59%	15.96%
220	\$21.78	117.80%	16.18%	237.14	\$23.71	137.14%	18.03%
240	\$23.76	137.60%	18.07%	258.70	\$25.87	158.70%	19.93%
260	\$25.74	157.40%	19.82%	280.26	\$28.03	180.26%	21.70%
280	\$27.72	177.20%	21.45%	301.82	\$30.18	201.82%	23.35%
300	\$29.70	197.00%	22.99%	323.38	\$32.34	223.38%	24.89%

</TABLE>

- (1) The Institutional Holdings Index reflects the total return of twenty Qualifying Stocks in the Amex Institutional Index less an annual Index Adjustment Factor of 1.5%.
- (2) An investment in the Institutional Holdings Stocks is equivalent to an

investment in the Institutional Holdings Index, including the method and timing of reinvesting dividends, except that the Institutional Holdings Index has been reduced daily by the pro rata portion of the annual Index Adjustment Factor of 1.5%. The hypothetical investment in the Institutional Holdings Stocks presented in this column does not take into account transaction costs and taxes.

- (3) The annualized rates of return are calculated on a semiannual bond equivalent basis and assume an investment term of 5 years.
- (4) This will be the Starting Value of the Institutional Holdings Index.

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The above figures are for purposes of illustration only. The actual Redemption Amount received by investors in the Notes and the resulting total and pretax annualized rates of return will depend on the actual Ending Value and term of your investment.

Adjustments to the Institutional Holdings Index; Market Disruption Events

If at any time the Index Calculation Agent changes its method of calculating the Institutional Holdings Index, or the value of the Institutional Holdings Index changes, in any material respect, or if the Institutional Holdings Index is in any other way modified so that the Institutional Holdings Index does not, in the opinion of the calculation agent, fairly represent the value of the Institutional Holdings Index had those changes or modifications not been made, then, from and after that time, the calculation agent shall, at the close of business in New York, New York, on each date that the closing value of the Institutional Holdings Index is to be calculated, make those adjustments as, in the good faith judgment of the calculation agent, may be necessary in order to arrive at a calculation of a value of a stock index comparable to the Institutional Holdings Index as if those changes or modifications had not been made, and calculate the closing value with reference to the Institutional Holdings Index, as so adjusted. Accordingly, if the method of calculating the Institutional Holdings Index is modified so that the value of the Institutional Holdings Index is a fraction or a multiple of what it would have been if it had not been modified, e.g., due to a split, then the calculation agent shall adjust the Institutional Holdings Index in order to arrive at a value of the Institutional Holdings Index as if it had not been modified, e.g., as if a split had not occurred.

"Market Disruption Event" means either of the following events as determined by the calculation agent:

- (A) the suspension or material limitation on trading for more than two hours of trading, or during the one-half hour period preceding the close of trading, on the applicable exchange, in one or more Institutional Holdings Stocks; or
- (B) the suspension or material limitation, in each case, for more than two hours of trading, or during the one-half hour period preceding the close of trading, on the applicable exchange, whether by reason of movements in price otherwise exceeding levels permitted by the relevant exchange or otherwise, in option contracts or futures contracts related to the Institutional Holdings Index, or any successor index, which are traded on any major U.S. exchange.

For the purpose of the above definition:

- (1) a limitation on the hours in a trading day and/or number of days of trading will not constitute a Market Disruption Event if it results from an announced change in the regular business hours of the relevant exchange and
- (2) for the purpose of clause (A) above, any limitations on trading during significant market fluctuations under New York Stock Exchange (the "NYSE") Rule 80A, or any applicable rule or regulation enacted or promulgated by the NYSE or any other self regulatory organization or the SEC of similar scope as determined by the calculation agent, will be considered "material".

Discontinuance of the Institutional Holdings Index

If the Index Calculation Agent discontinues publication of the Institutional Holdings Index and the Index Calculation Agent or another entity publishes a successor or substitute index that the calculation agent determines, in its sole discretion, to be comparable to the Institutional Holdings Index (a "successor index"), then, upon the calculation agent's notification of any determination to the trustee and ML&Co., the calculation agent will substitute the successor index as calculated by the Index Calculation Agent or any other entity for the Institutional Holdings Index and calculate the closing value as described above under "--Payment at

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maturity". Upon any selection by the calculation agent of a successor index,

ML&Co. shall cause notice to be given to holders of the Notes.

In the event that the Index Calculation Agent discontinues publication of the Institutional Holdings Index and:

- . the calculation agent does not select a successor index, or
- . the successor index is no longer published on any of the Calculation Days,

the calculation agent will compute a substitute value for the Institutional Holdings Index in accordance with the procedures last used to calculate the Institutional Holdings Index before any discontinuance. If a successor index is selected or the calculation agent calculates a value as a substitute for the Institutional Holdings Index as described below, the successor index or value will be used as a substitute for the Institutional Holdings Index for all purposes, including for purposes of determining whether a Market Disruption Event exists.

If the Index Calculation Agent discontinues publication of the Institutional Holdings Index before the period during which the Redemption Amount is to be determined and the calculation agent determines that no successor index is available at that time, then on each Business Day until the earlier to occur of:

- . the determination of the Ending Value, or
- . a determination by the calculation agent that a successor index is available,

the calculation agent will determine the value that would be used in computing the Redemption Amount as described in the preceding paragraph as if that day were a Calculation Day. The calculation agent will cause notice of each value to be published not less often than once each month in The Wall Street Journal (the "WSJ") or another newspaper of general circulation, and arrange for information with respect to these values to be made available by telephone.

A "Business Day" is any day on which the NYSE and the AMEX are open for trading.

Notwithstanding these alternative arrangements, discontinuance of the publication of the Institutional Holdings Index may adversely affect trading in the Notes.

Events of Default and Acceleration

In case an Event of Default with respect to any Notes has occurred and is continuing, the amount payable to a beneficial owner of a Note upon any acceleration permitted by the Notes, with respect to each Unit, will be equal to the Redemption Amount, if any, calculated as though the date of early repayment were the stated maturity date of the Notes. See the section entitled "--Payment at maturity" in this prospectus supplement. If a bankruptcy proceeding is commenced in respect of ML&Co., the claim of the beneficial owner of a Note may be limited, under Section 502(b)(2) of Title 11 of the United States Code, to the original public offering price of the Note plus an additional amount of contingent interest calculated as though the date of the commencement of the proceeding was the maturity date of the Notes.

In case of default in payment of the Notes, whether at their stated maturity or upon exchange or acceleration, from and after the maturity date the Notes will bear interest, payable upon demand of their beneficial owners, at the rate of % per annum to the extent that payment of any interest is legally enforceable on the unpaid amount due and payable on that date in accordance with the terms of the Notes to the date payment of that amount has been made or duly provided for.

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Depository

Description of the Global Securities

Upon issuance, all Notes will be represented by one or more fully registered global securities. Each global security will be deposited with, or on behalf of, DTC (DTC, together with any successor, being a "depository"), as depository, registered in the name of Cede & Co., DTC's partnership nominee. Unless and until it is exchanged in whole or in part for Notes in definitive form, no global security may be transferred except as a whole by the depository to a nominee of the depository or by a nominee of the depository to the depository or another nominee of the depository or by the depository or any nominee to a successor of the depository or a nominee of that successor.

So long as DTC, or its nominee, is a registered owner of a global security, DTC or its nominee, as the case may be, will be considered the sole owner or holder of the Notes represented by the global security for all

purposes under the 1983 Indenture. Except as provided below, the beneficial owners of the Notes represented by a global security will not be entitled to have the Notes represented by a global security registered in their names, will not receive or be entitled to receive physical delivery of the Notes in definitive form and will not be considered the owners or holders of the Notes including for purposes of receiving any reports delivered by ML&Co. or the trustee under the 1983 Indenture. Accordingly, each person owning a beneficial interest in a global security must rely on the procedures of DTC and, if that person is not a participant of DTC, on the procedures of the participant through which that person owns its interest, to exercise any rights of a holder under the 1983 Indenture. ML&Co. understands that under existing industry practices, in the event that ML&Co. requests any action of holders or that an owner of a beneficial interest in a global security desires to give or take any action which a holder is entitled to give or take under the 1983 Indenture, DTC would authorize the participants holding the relevant beneficial interests to give or take that action, and those participants would authorize beneficial owners owning through those participants to give or take that action or would otherwise act upon the instructions of beneficial owners. Conveyance of notices and other communications by DTC to participants, by participants to indirect participants and by participants and indirect participants to beneficial owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time.

DTC Procedures

The following is based on information furnished by DTC:

DTC will act as securities depository for the Notes. The Notes will be issued as fully registered securities registered in the name of Cede & Co. (DTC's partnership nominee). One or more fully registered global securities will be issued for the Notes in the aggregate original public offering price of such issue, and will be deposited with DTC.

DTC is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934, as amended. DTC holds securities that its participants deposit with DTC. DTC also facilitates the settlement among participants of securities transactions, such as transfers and pledges, in deposited securities through electronic computerized book-entry changes in participants' accounts, thereby eliminating the need for physical movement of securities certificates. Direct participants of DTC include securities brokers and dealers, banks, trust companies, clearing corporations and certain other organizations. DTC is owned by a number of its direct participants and by the NYSE, the AMEX, and the National Association of Securities Dealers, Inc. Access to DTC's system is also available to others such as securities brokers and dealers, banks and trust companies that clear through or maintain a custodial relationship with a direct participant, either directly or indirectly. The rules applicable to DTC and its participants are on file with the SEC.

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Purchases of Notes under DTC's system must be made by or through direct participants, which will receive a credit for the Notes on DTC's records. The ownership interest of each beneficial owner is in turn to be recorded on the records of direct and indirect participants. Beneficial owners will not receive written confirmation from DTC of their purchase, but beneficial owners are expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the direct or indirect participants through which the beneficial owner entered into the transaction. Transfers of ownership interests in the Notes are to be made by entries on the books of participants acting on behalf of beneficial owners.

To facilitate subsequent transfers, all Notes deposited with DTC are registered in the name of DTC's partnership nominee, Cede & Co. The deposit of Notes with DTC and their registration in the name of Cede & Co. effect no change in beneficial ownership. DTC has no knowledge of the actual beneficial owners of the Notes; DTC's records reflect only the identity of the direct participants to whose accounts such Notes are credited, which may or may not be the beneficial owners. The participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to direct participants, by direct participants to indirect participants, and by direct participants and indirect participants to beneficial owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time.

Neither DTC nor Cede & Co. will consent or vote with respect to the Notes. Under its usual procedures, DTC mails an omnibus proxy to ML&Co. as soon as possible after the applicable record date. The omnibus proxy assigns Cede & Co.'s consenting or voting rights to those direct participants identified in a listing attached to the omnibus proxy to whose accounts the Notes are credited

on the record date.

Principal, premium, if any, and/or interest, if any, payments made in cash on the Notes will be made in immediately available funds to DTC. DTC's practice is to credit direct participants' accounts on the applicable payment date in accordance with their respective holdings shown on the depository's records unless DTC has reason to believe that it will not receive payment on that date. Payments by participants to beneficial owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name", and will be the responsibility of that participant and not of DTC, the trustee or ML&Co., subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal, premium, if any, and/or interest, if any, to DTC is the responsibility of ML&Co. or the trustee, disbursement of those payments to direct participants shall be the responsibility of DTC, and disbursement of any payments to the beneficial owners will be the responsibility of direct participants and indirect participants.

Exchange for Certificated Securities

If:

- . the depository is at any time unwilling or unable to continue as depository and a successor depository is not appointed by ML&Co. within 60 days,
- . ML&Co. executes and delivers to the trustee a company order to the effect that the global securities shall be exchangeable, or
- . an Event of Default under the 1983 Indenture has occurred and is continuing with respect to the Notes,

the global securities will be exchangeable for Notes in definitive form of like tenor in whole Units and multiples of Units. The definitive Notes will be registered in the name or names as the depository shall instruct the trustee. It is expected that instructions may be based upon directions received by the depository from participants with respect to ownership of beneficial interests in the global securities.

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DTC may discontinue providing its services as securities depository with respect to the Notes at any time by giving reasonable notice to ML&Co. or the trustee. Under these circumstances, in the event that a successor securities depository is not obtained, Notes are required to be printed and delivered.

ML&Co. may decide to discontinue use of the system of book-entry transfers through DTC or a successor securities depository. In that event, Notes will be printed and delivered.

The information in this section concerning DTC and DTC's system has been obtained from sources that ML&Co. believes to be reliable, but ML&Co. takes no responsibility for its accuracy.

Same-Day Settlement and Payment

Settlement for the Notes will be made by the underwriter in immediately available funds. ML&Co. will make all payments in immediately available funds so long as the Notes are maintained in book-entry form.

THE INSTITUTIONAL HOLDINGS INDEX

Institutional Holdings Index

The value of the Institutional Holdings Index on any Index Business Day will be calculated and disseminated by the Index Calculation Agent and will equal (i) the sum of the products of the current market price for each of the Institutional Holdings Stocks and the applicable share multiplier (the sum equals the "Institutional Holdings Portfolio Value"), plus (ii) an amount reflecting Current Quarter Dividends (as defined below), and less (iii) a pro rata portion of the annual Index Adjustment Factor. The Index Adjustment Factor is 1.5% per annum and will reduce the value of the Institutional Holdings Index each day by the pro rata amount. The Index Calculation Agent will generally calculate and disseminate the value of the Institutional Holdings Index based on the most recently reported prices of the Institutional Holdings Stocks (as reported by the exchange or trading system on which the Institutional Holdings Stocks are listed or traded), at approximately 15-second intervals during the Index Calculation Agent's business hours and at the end of each Index Business Day via the Consolidated Tape Association's Network B.

Initial Determination of Institutional Holdings Portfolio

At any time the "Institutional Holdings Portfolio" consists of the then current Institutional Holdings Stocks. The initial stocks in the Institutional

Holdings Portfolio are shown below, and have been determined by the Index Calculation Agent to be the twenty Qualifying Stocks in the Amex Institutional Index meeting the criteria described below on May 31, 2001 (the "Initial Stocks"). A "Qualifying Stock" is any stock in the Amex Institutional Index (excluding utilities, if any, and the common stock of ML&Co.) which passes the following screening tests:

Price Momentum Screen. First the 38 stocks with the greatest 1-year price return are selected. These stocks are then ranked in descending order based on 1-year price return improvement.

Recovery Screen. The 38 stocks with the worst 3-year price return are selected. These stocks are then ranked in descending order based on 1-year price return.

Dividend Yield Screen. The 38 stocks with the greatest dividend yield are selected. These stocks are then ranked in descending order by 1-year price return.

Price to Earnings Ratios Screen. The 38 stocks with the lowest price to earnings ratios are selected. These stocks are then ranked in descending order based on 1-year price return.

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The 20 Qualifying Stocks selected to make up the Institutional Holdings Index at the time of initial composition or any reconstitution are chosen from the highest ranked stock in each category in the following order: Price Momentum Screen, Recovery Screen, Dividend Yield Screen, and Price to Earnings Ratios Screen. The selection process includes one stock from each screen added to the Institutional Holdings Index in the order set forth above until there are 20 unique stocks. If a stock in a particular screen has already been included in the Institutional Holdings Index, the screen in which the duplicate appears is skipped and a stock from the next screen is chosen.

We have included a brief description of each of the Institutional Holdings Companies and historical stock price information for the Initial Stocks in Annex A to this prospectus supplement.

<TABLE>
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Company -----	Dividend Yield	Indicative Share Multiplier
<S>	<C>	<C>
Abbott Laboratories.....	1.62%	0.09619
American Home Products Corporation.....	1.45%	0.07899
Anheuser-Busch Companies, Inc.	1.50%	0.11364
Bank of America Corporation.....	3.78%	0.08439
The Bank of New York Company, Inc.	1.32%	0.09156
Bank One Corporation.....	2.12%	0.12626
The Boeing Company.....	1.08%	0.07950
Citigroup Inc.	1.09%	0.09756
Colgate-Palmolive Company.....	1.11%	0.08828
Eli Lilly and Company.....	1.32%	0.05903
Emerson Electric Co.	2.26%	0.07384
Exxon Mobil Corporation.....	1.98%	0.05634
Federal Home Loan Mortgage Corporation.....	1.21%	0.07553
Federal National Mortgage Association.....	1.46%	0.06065
Microsoft Corporation.....	0.00%	0.07228
Minnesota Mining and Manufacturing Company.....	2.02%	0.04217
PepsiCo, Inc.	1.25%	0.11171
Philip Morris Companies Inc.	4.12%	0.09726
Tyco International Ltd.	0.09%	0.08703
United Technologies Corporation.....	1.08%	0.06002

</TABLE>

The average (mean) Dividend Yield of the Initial Stocks set forth above, calculated as of May 31, 2001, was 1.59%.

The indicative Share Multipliers set forth in the table above were calculated assuming the Institutional Holdings Index was equal to 100 on May 31, 2001. The actual Initial Share Multiplier for each Initial Stock will be determined by the Index Calculation Agent on the Pricing Date and will be disclosed in the final prospectus supplement. Each "Initial Share Multiplier" will equal the number of shares of that Initial Stock, or portion thereof, based upon the closing market price of that Initial Stock on the Pricing Date, so that each Initial Stock represents approximately an equal percentage of the Starting Value of 100 of the Institutional Holdings Index as of the Pricing Date. Each Initial Share Multiplier will remain constant until adjusted for certain corporate events, quarterly dividend adjustments and annual reconstitutions as described below.

As of the close of business on each Anniversary Date through the Anniversary Date in 2005, the Institutional Holdings Portfolio shall be reconstituted to include the twenty Qualifying Stocks in the Amex Institutional Index passing the screening tests described above (the "New Stocks") on the second scheduled

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Index Business Day prior to the applicable Anniversary Date (the "Annual Determination Date"). "Anniversary Date" shall mean June of each year, which is the anniversary date of the date the Notes are priced for initial sale to the public; provided, however, that if the date is not an Index Business Day or a Market Disruption Event occurs on that date, then the Anniversary Date for that year shall mean the immediately succeeding Index Business Day on which a Market Disruption Event does not occur. The Index Calculation Agent will only add a stock having characteristics as of the applicable Annual Determination Date that will permit the Institutional Holdings Index to remain within the criteria specified in the rules of the Index Calculation Agent and within the applicable rules of the Securities and Exchange Commission. The criteria and rules will apply only on an Annual Determination Date to exclude a proposed New Stock. If a proposed New Stock does not meet these criteria or rules, the Index Calculation Agent will replace it with a Qualifying Stock which meets the criteria and rules. These criteria currently provide, among other things, (1) that each component stock must have a minimum market value of at least \$75 million, except that up to 10% of the component securities in the Institutional Holdings Index may have a market value of \$50 million; (2) that each component stock must have an average monthly trading volume in the preceding six months of not less than 1,000,000 shares, except that up to 10% of the component stocks in the Institutional Holdings Index may have an average monthly trading volume of 500,000 shares or more in the last six months; (3) 90% of the Institutional Holdings Index's numerical index value and at least 80% of the total number of component stocks will meet the then current criteria for standardized option trading set forth in the rules of the Index Calculation Agent; and (4) all component stocks will either be listed on the AMEX, the NYSE, or traded through the facilities of the National Association of Securities Dealers Automated Quotation System and reported as National Market System Securities.

The "Share Multiplier" for each New Stock will be determined by the Index Calculation Agent and will equal the number of shares of each New Stock, based upon the closing market price of that New Stock on the Anniversary Date, so that each New Stock represents approximately an equal percentage of a value equal to the Institutional Holdings Index in effect at the close of business on the applicable Anniversary Date. As an example, if the Institutional Holdings Index in effect at the close of business on an Anniversary Date equaled 200, then each of the twenty New Stocks would be allocated a portion of the value of the Institutional Holdings Index equal to 10 and if, for example, the closing market price of a New Stock on the Anniversary Date was 20, the applicable Share Multiplier would be 0.5. If the Institutional Holdings Index equaled 80, then each of the twenty New Stocks would be allocated a portion of the value of the Institutional Holdings Index equal to 4 and if the closing market price of a New Stock on the Anniversary Date was 20, the applicable Share Multiplier would be 0.2. The last Anniversary Date on which a reconstitution will occur will be the Anniversary Date in 2005, which will be approximately one year prior to the maturity date of the Notes.

American Stock Exchange Institutional Index

The Amex Institutional Index measures the performance of the 75 stocks currently held in highest dollar amounts in institutional portfolios with market values of more than \$100 million. Component stocks in the Amex Institutional Index are selected based on stock positions declared in reports filed pursuant to Rule 13(f) of the Securities Exchange Act of 1934, which must be made quarterly to the Securities and Exchange Commission on behalf of all institutions with portfolios with market values larger than \$100 million. To qualify for inclusion in the Amex Institutional Index, stocks must be held by a minimum of 200 of the reporting institutions and must have traded at least 7 million shares in each of the two preceding calendar quarters. The Amex Institutional Index is market-value (capitalization) weighted, so that the value of the index corresponds to the sum of the market values (i.e., share price times number of shares outstanding) of each of the component stocks. The 13(f) reports are reviewed quarterly and component stocks in the Amex Institutional Index are adjusted as necessary to maintain conformity with current institutional investments. The Amex Institutional Index is calculated and disseminated by the Amex, a subsidiary of the National Association of Securities Dealers, and is not affiliated with ML&Co.

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Dividends

Current Quarter Dividend

As described above, the value of the Institutional Holdings Index will

include an amount reflecting Current Quarter Dividends. "Current Quarter Dividends" for any day will be determined by the Index Calculation Agent and will equal the sum of the products for each Institutional Holdings Stock of the cash dividend paid by an issuer on one share of stock during the Current Quarter multiplied by the Share Multiplier applicable to that stock on the ex-dividend date. "Current Quarter" shall mean the period from and including June , 2001, to and including June 30, 2001, and after June 30, 2001, the calendar quarter containing the day for which the applicable Current Quarter Dividends being determined.

Quarterly Stock Dividend

As of the first day of the start of each calendar quarter, the Index Calculation Agent will allocate the Current Quarter Dividends as of the end of the immediately preceding calendar quarter to each then outstanding Institutional Holdings Stock. The amount of the Current Quarter Dividends allocated to each Institutional Holdings Stock will equal the percentage of the value of each Institutional Holdings Stock contained in the Institutional Holdings Portfolio relative to the value of the entire Institutional Holdings Portfolio based on the closing market price on the last Index Business Day in the immediately preceding calendar quarter. The Share Multiplier of each outstanding Institutional Holdings Stock will be increased to reflect the number of shares, or portion of a share, that the amount of the Current Quarter Dividend allocated to that Institutional Holdings Stock can purchase of each such Institutional Holdings Stock based on the closing market price on the last Index Business Day in the immediately preceding calendar quarter.

Adjustments to the Share Multiplier and Institutional Holdings Portfolio

The Share Multiplier for any Institutional Holdings Stock and the Institutional Holdings Portfolio will be adjusted as follows:

1. If an Institutional Holdings Stock is subject to a stock split or reverse stock split, then once the split has become effective, the Share Multiplier for that Institutional Holdings Stock will be adjusted to equal the product of the number of shares issued with respect to one such share of that Institutional Holdings Stock and the prior multiplier.

2. If an Institutional Holdings Stock is subject to a stock dividend, issuance of additional shares of the Institutional Holdings Stock, that is given equally to all holders of shares of the issuer of that Institutional Holdings Stock, then once the dividend has become effective and that Institutional Holdings Stock is trading ex-dividend, the Share Multiplier will be adjusted so that the new Share Multiplier shall equal the former Share Multiplier plus the product of the number of shares of that Institutional Holdings Stock issued with respect to one such share of that Institutional Holdings Stock and the prior multiplier.

3. If an Institutional Holdings Company is being liquidated or is subject to a proceeding under any applicable bankruptcy, insolvency or other similar law, that Institutional Holdings Stock will continue to be included in the Institutional Holdings Portfolio so long as a market price for that Institutional Holdings Stock is available. If a market price is no longer available for an Institutional Holdings Stock for whatever reason, including the liquidation of the issuer of the Institutional Holdings Stock or the subjection of the issuer of the Institutional Holdings Stock to a proceeding under any applicable bankruptcy, insolvency or other similar law, then the value of that Institutional Holdings Stock will equal zero in connection with calculating the Institutional Holdings Portfolio Value for so long as no market price is available, and no attempt will be made to immediately find a replacement stock or increase the value of the Institutional Holdings Portfolio to compensate for the deletion of such Institutional Holdings Stock. If a market price is no longer available for a

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Institutional Holdings Stock as described above, the Institutional Holdings Portfolio Value will be computed based on the remaining Institutional Holdings Stocks for which market prices are available and no new stock will be added to the Institutional Holdings Portfolio until the annual reconstitution of the Institutional Holdings Portfolio. As a result, there may be periods during which the Institutional Holdings Portfolio contains fewer than ten Institutional Holdings Stocks.

4. If an Institutional Holdings Company has been subject to a merger or consolidation and is not the surviving entity or is nationalized, then a value for that Institutional Holdings Stock will be determined at the time the issuer is merged or consolidated or nationalized and will equal the last available market price for that Institutional Holdings Stock and that value will be constant until the Institutional Holdings Portfolio is reconstituted. At that time, no adjustment will be made to the Share Multiplier of the relevant Institutional Holdings Stock.

5. If an Institutional Holdings Company issues to all of its shareholders equity securities that are publicly traded of an issuer other than the

Institutional Holdings Company, or a tracking stock is issued by an Institutional Holdings Company to all of its shareholders, then the new equity securities will be added to the Institutional Holdings Portfolio as a new Institutional Holdings Stock. The Share Multiplier for the new Institutional Holdings Stock will equal the product of the original Share Multiplier with respect to the Institutional Holdings Stock for which the new Institutional Holdings Stock is being issued (the "Original Institutional Holdings Stock") and the number of shares of the new Institutional Holdings Stock issued with respect to one share of the Original Institutional Holdings Stock.

No adjustments of any Share Multiplier of an Institutional Holdings Stock will be required unless the adjustment would require a change of at least 1% in the Share Multiplier then in effect. The Share Multiplier resulting from any of the adjustments specified above will be rounded to the nearest ten-thousandth with five hundred-thousandths being rounded upward.

The Index Calculation Agent expects that no adjustments to the Share Multiplier of any Institutional Holdings Stock or to the Institutional Holdings Portfolio will be made other than those specified above, however, the Index Calculation Agent may at its discretion make adjustments to maintain the value of the Institutional Holdings Index if certain events would otherwise alter the value of the Institutional Holdings Index despite no change in the market prices of the Institutional Holdings Stocks.

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Historical Data on the Institutional Holdings Index

The following table sets forth the hypothetical level of the Institutional Holdings Index at the end of each month (the "Historical Month-End Closing Level"), in the period from May 1996 through May 2001 calculated as if the Institutional Holdings Index had existed during that period. All hypothetical historical data presented in the following table were calculated by the Index Calculation Agent. The closing levels have been calculated hypothetically on the same basis that the Institutional Holdings Index will be calculated in the future. The Historical Month-End Closing Level was set to 100 on May 31, 1996 to provide an illustration of past movements of the Historical Month-End Closing Level only. We have provided this hypothetical historical information to help you evaluate the behavior of the Institutional Holdings Index in various economic environments; however, these historical data on the Institutional Holdings Index are not necessarily indicative of the future performance of the Institutional Holdings Index or what the value of the Notes may be. Any historical upward or downward trend in the level of the Institutional Holdings Index during any period set forth below is not any indication that the Institutional Holdings Index is more or less likely to increase or decrease at any time during the term of the Notes.

<TABLE>
<CAPTION>

	1996	1997	1998	1999	2000	2001
<S>	<C>	<C>	<C>	<C>	<C>	<C>
January.....		125.88	165.23	231.62	321.69	314.55
February.....		127.02	177.11	227.75	362.54	271.10
March.....		120.21	181.57	236.82	381.90	249.17
April.....		129.23	191.42	245.73	371.83	271.45
May.....	100.00	136.98	187.60	235.69	345.01	270.30
June.....	100.81	144.56	199.14	255.25	366.40	
July.....	95.23	159.81	199.26	253.11	368.51	
August.....	97.21	149.74	161.42	256.16	384.20	
September.....	104.54	157.82	166.52	258.20	347.32	
October.....	109.68	155.11	186.34	276.34	340.34	
November.....	119.09	160.31	200.88	300.42	311.04	
December.....	115.52	158.24	223.04	334.53	316.63	

The following graph sets forth the hypothetical historical performance of the Institutional Holdings Index presented in the table above. Past movements of the Institutional Holdings Index are not necessarily indicative of the future Institutional Holdings Index values.

Hypothetical Historical Month-End Closing Levels

[THE GRAPH APPEARING HERE SETS FORTH THE HYPOTHETICAL MONTH END PERFORMANCE OF THE SELECT TEN INDEX FROM MAY 1996 THROUGH MAY 2001, AS SET FORTH IN THE TABLE ABOVE. THE VERTICAL AXIS HAS A RANGE OF NUMBERS FROM 50 TO 400 IN INCREMENTS OF 50. THE HORIZONTAL AXIS HAS A RANGE OF DATES FROM MAY 1996 THROUGH MAY 2001 IN INCREMENTS OF ONE MONTH.]

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& Wood LLP, counsel to ML&Co. ("Tax Counsel"). As the law applicable to the U.S. federal income taxation of instruments such as the Notes is technical and complex, the discussion below necessarily represents only a general summary. The following summary is based upon laws, regulations, rulings and decisions now in effect, all of which are subject to change (including changes in effective dates) or possible differing interpretations. It deals only with Notes held as capital assets and does not purport to deal with persons in special tax situations, such as financial institutions, insurance companies, regulated investment companies, dealers in securities or currencies, persons holding Notes as a hedge against currency risks, as a position in a "straddle" or as part of a "hedging" or "conversion" transaction for tax purposes, or persons whose functional currency is not the United States dollar. It also does not deal with holders other than original purchasers (except where otherwise specifically noted). Persons considering the purchase of the Notes should consult their own tax advisors concerning the application of United States federal income tax laws to their particular situations as well as any consequences of the purchase, ownership and disposition of the Notes arising under the laws of any other taxing jurisdiction.

As used herein, the term "U.S. Holder" means a beneficial owner of a Note that is for U.S. federal income tax purposes (i) a citizen or resident of the United States, (ii) a corporation or a partnership (including an entity treated as a corporation or a partnership for U.S. federal income tax purposes) created or organized in or under the laws of the United States, any state thereof or the District of Columbia (unless, in the case of a partnership, Treasury regulations are adopted that provide otherwise), (iii) an estate whose income is subject to U.S. federal income tax regardless of its source, (iv) a trust if a court within the United States is able to exercise primary supervision over the administration of the trust and one or more United States persons have the authority to control all substantial decisions of the trust, or (v) any other person whose income or gain in respect of a Note is effectively connected with the conduct of a United States trade or business. Certain trusts not described in clause (iv) above in existence on August 20, 1996 that elect to be treated as a United States person will also be a U.S. Holder for purposes of the following discussion. As used herein, the term "Non-U.S. Holder" means a beneficial owner of a Note that is not a U.S. Holder.

General

There are no statutory provisions, regulations, published rulings or judicial decisions addressing or involving the characterization and treatment, for U.S. federal income tax purposes, of the Notes or securities with terms substantially the same as the Notes. Accordingly, the proper U.S. federal income tax characterization and treatment of the Notes is uncertain. Pursuant to the terms of the Notes, ML&Co. and every holder of a Note agree (in the absence of an administrative determination or judicial ruling to the contrary) to characterize the Notes for all tax purposes as a pre-paid cash-settled forward contract linked to the value of the Institutional Holdings Index. In the opinion of Tax Counsel, such characterization and tax treatment of the Notes, although not the only reasonable characterization and tax treatment, is based on reasonable interpretations of law currently in effect and, even if successfully challenged by the Internal Revenue Service (the "IRS"), will not result in the imposition of penalties. The treatment of the Notes described above is not, however, binding on the IRS or the courts. No statutory, judicial or administrative authority directly addresses the characterization of the Notes or instruments similar to the Notes for U.S. federal income tax purposes, and no ruling is being requested from the IRS with respect to the Notes.

Due to the absence of authorities that directly address instruments that are similar to the Notes, significant aspects of the U.S. federal income tax consequences of an investment in the Notes are not certain, and no assurance can be given that the IRS or the courts will agree with the characterization described above. Accordingly, prospective purchasers are urged to consult their own tax advisors regarding the U.S. federal income tax consequences of an investment in the Notes (including alternative characterizations of the Notes) and with respect to any tax consequences arising under the laws of any state, local or foreign taxing

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jurisdiction. Unless otherwise stated, the following discussions are based on the assumption that the treatment and the allocation described above are accepted for U.S. federal income tax purposes.

Tax Treatment of the Notes

Assuming the characterization of the Notes as set forth above, Tax Counsel believes that the following U.S. federal income tax consequences should result.

Tax Basis. A U.S. Holder's tax basis in a Note will equal the amount paid by the U.S. Holder to acquire the Note.

Payment on the Maturity Date. Upon the receipt of cash at maturity of the Notes, a U.S. Holder will recognize gain or loss. The amount of such gain

or loss will be the extent to which the amount of the cash received differs from the U.S. Holder's basis in the Note. It is uncertain whether any such gain or loss would be treated as ordinary income or loss or capital gain or loss. Absent a future clarification in current law (by an administrative determination or judicial ruling) where required, ML&Co. intends to report any such gain or loss to the IRS in a manner consistent with the treatment of such gain or loss as capital gain or loss. If such gain or loss is treated as capital gain or loss, then any such gain or loss will generally be long-term capital gain or loss, as the case may be, if the U.S. Holder held the Note for more than one year at maturity.

Sale or Exchange of the Notes. Upon a sale or exchange of a Note prior to the maturity of the Notes, a U.S. Holder will generally recognize capital gain or loss equal to the difference between the amount realized on such sale or exchange and such U.S. Holder's tax basis in the Note so sold or exchanged. Capital gain or loss will generally be long-term capital gain or loss if the U.S. Holder held the Note for more than one year at the time of disposition.

Possible Alternative Tax Treatments of an Investment in the Notes

Due to the absence of authorities that directly address the proper characterization of the Notes, no assurance can be given that the IRS will accept, or that a court will uphold, the characterization and tax treatment described above. In particular, the IRS could seek to analyze the U.S. federal income tax consequences of owning the Notes under Treasury regulations governing contingent payment debt instruments (the "Contingent Payment Regulations").

If the IRS were successful in asserting that the Contingent Payment Regulations applied to the Notes, the timing and character of income thereon would be significantly affected. Among other things, a U.S. Holder would be required to accrue original issue discount on the Notes every year at a "comparable yield" for us, determined at the time of issuance of the Notes. Furthermore, any gain realized at maturity or upon sale or other disposition of the Notes would generally be treated as ordinary income, and any loss realized at maturity would be treated as ordinary loss to the extent of the U.S. Holder's prior accruals of original issue discount and capital loss thereafter.

Even if the Contingent Payment Regulations do not apply to the Notes, other alternative U.S. federal income tax characterizations or treatments of the Notes may also be possible, and if applied could also affect the timing and the character of the income or loss with respect to the Notes. Accordingly, prospective purchasers are urged to consult their tax advisors regarding the U.S. federal income tax consequences of an investment in the Notes.

Non-U.S. Holders

Based on the treatment of each Note as a pre-paid cash-settled forward contract linked to the value of the Institutional Holdings Index, in the case of a non-U.S. Holder, a payment made with respect to a Note on

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the maturity date will not be subject to United States withholding tax, provided that such non-U.S. Holder complies with applicable certification requirements and that such payments are not effectively connected with a United States trade or business of such non-U.S. Holder. Any capital gain realized upon the sale, exchange or other disposition of a Note by a non-U.S. Holder will generally not be subject to U.S. federal income tax if (i) such gain is not effectively connected with a United States trade or business of such non-U.S. Holder and (ii) in the case of an individual non-U.S. Holder, such individual is not present in the United States for 183 days or more in the taxable year of the sale or other disposition, or the gain is not attributable to a fixed place of business maintained by such individual in the United States and such individual does not have a "tax home" (as defined for U.S. federal income tax purposes) in the United States.

As discussed above, alternative characterizations of the Notes for U.S. federal income tax purposes are possible. Should an alternative characterization of the Notes, by reason of a change or clarification of the law, by regulation or otherwise, cause payments with respect to the Notes to become subject to withholding tax, ML&Co. will withhold tax at the statutory rate. Prospective non-U.S. Holders of the Notes should consult their own tax advisors in this regard.

Backup Withholding and Information Reporting

A beneficial owner of a Note may be subject to information reporting and to backup withholding at a current rate of 31% (which rate is scheduled to be reduced periodically through 2006) of certain amounts paid to the beneficial owner unless such beneficial owner provides proof of an applicable exemption or a correct taxpayer identification number, and otherwise complies with applicable requirements of the backup withholding rules.

Any amounts withheld under the backup withholding rules from a payment to

a beneficial owner would be allowed as a refund or a credit against such beneficial owner's U.S. federal income tax provided the required information is furnished to the IRS.

ERISA CONSIDERATIONS

The Employee Retirement Income Security Act of 1974, as amended ("ERISA"), and Section 4975 of the Internal Revenue Code (the "Code") prohibit various transactions between certain parties and the assets of employee benefit plans, unless an exemption is available; governmental plans may be subject to similar prohibitions. Because transactions between a plan and ML&Co. may be prohibited absent an exemption, each fiduciary, by its purchase of any Notes on behalf of any plan, represents on behalf of itself and the plan, that the acquisition, holding and any subsequent disposition of the Notes will not result in a violation of ERISA, the Code or any other applicable law or regulation.

USE OF PROCEEDS AND HEDGING

The net proceeds from the sale of the Notes will be used as described under "Use of Proceeds" in the accompanying prospectus and to hedge market risks of ML&Co. associated with its obligation to pay the Redemption Amount.

WHERE YOU CAN FIND MORE INFORMATION

We file reports, proxy statements and other information with the SEC. Our SEC filings are also available over the Internet at the SEC's web site at <http://www.sec.gov>. The address of the SEC's Internet site is provided solely for the information of prospective investors and is not intended to be an active link. You may also read and copy any document we file at the SEC's public reference rooms in Washington, D.C., New

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York, New York and Chicago, Illinois. Please call the SEC at 1-800-SEC-0330 for more information on the public reference rooms and their copy charges. You may also inspect our SEC reports and other information at the New York Stock Exchange, Inc., 20 Broad Street, New York, New York 10005.

We have filed a registration statement on Form S-3 with the SEC covering the Notes and other securities. For further information on ML&Co. and the Notes, you should refer to our registration statement and its exhibits. The prospectus accompanying this prospectus supplement summarizes material provisions of contracts and other documents that we refer you to. Because the prospectus may not contain all the information that you may find important, you should review the full text of these documents. We have included copies of these documents as exhibits to our registration statement.

You should rely only on the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. We have not, and the underwriter has not, authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the underwriter is not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted.

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

UNDERWRITING

MLPF&S, the underwriter of the offering, has agreed, subject to the terms and conditions of the underwriting agreement and a terms agreement, to purchase from ML&Co. \$ aggregate original public offering price of Notes. The underwriting agreement provides that the obligations of the underwriter are subject to certain conditions and that the underwriter will be obligated to purchase all of the Notes if any are purchased. ML&Co. has entered into an arrangement with one of its subsidiaries to hedge the market risks associated with ML&Co.'s obligation to pay amounts due at maturity on the Notes. In connection with the arrangement, this subsidiary will pay MLPF&S, the underwriter, \$.10 per Unit as part of the underwriting fee.

The Notes are ineligible assets in MLPF&S' asset-brokerage service Unlimited Advantage, which means that purchasers will not pay Unlimited Advantage annual asset-based fees on the Notes but will pay commissions on any secondary market purchases and sales of the Notes.

The underwriter has advised ML&Co. that it proposes initially to offer all or part of the Notes directly to the public at the offering prices set forth on the cover page of this prospectus supplement. After the initial public offering, the public offering price may be changed. The underwriter is offering the Notes subject to receipt and acceptance and subject to the underwriter's right to reject any order in whole or in part.

In addition to the underwriting fee payable at the time of the original sale of the Notes, the underwriter will pay an additional amount on each Anniversary Date in 2002 through 2005 to brokers whose client accounts purchased the Units in the initial distribution and who continue to hold their Notes. This additional amount will equal 1% per Unit based on the Redemption Amount of the Notes calculated as if the Anniversary Date is the maturity date and the Ending Value is equal to the closing value of the Institutional Holdings Index on that date.

The underwriting of the Notes will conform to the requirements set forth in the applicable sections of Rule 2720 of the Conduct Rules of the NASD.

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The underwriter is permitted to engage in certain transactions that stabilize the price of the Notes. These transactions consist of bids or purchases for the purpose of pegging, fixing or maintaining the price of the Notes.

If the underwriter creates a short position in the Notes in connection with the offering, i.e., if it sells more Units of the Notes than are set forth on the cover page of this prospectus supplement, the underwriter may reduce that short position by purchasing Notes in the open market. In general, purchases of a security for the purpose of stabilization or to reduce a short position could cause the price of the security to be higher than it might be in the absence of these purchases. Neither ML&Co. nor the underwriter makes any representation or prediction as to the direction or magnitude of any effect that the transactions described above may have on the price of the Notes. In addition, neither ML&Co. nor the underwriter makes any representation that the underwriter will engage in these transactions or that these transactions, once commenced, will not be discontinued without notice.

The underwriter may use this prospectus supplement and the accompanying prospectus for offers and sales related to market-making transactions in the Notes. The underwriter may act as principal or agent in these transactions, and the sales will be made at prices related to prevailing market prices at the time of sale.

VALIDITY OF THE NOTES

The validity of the Notes will be passed upon for ML&Co. and for the underwriter by Sidley Austin Brown & Wood LLP, New York, New York.

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ANNEX A

This annex contains a brief synopsis of the business of each of the Institutional Holdings Companies as well as the split-adjusted closing market prices for each Institutional Holdings Stock on its primary exchange in each month from January 1996 through May 2001. Please note that the historical prices of the Institutional Holdings Stocks are not indicative of the future performance of the Institutional Holdings Stocks or the Institutional Holdings Index. The following information has been derived from publicly available documents published by the Institutional Holdings Companies. Because the common stock of the Institutional Holdings Companies is registered under the Exchange Act, the Institutional Holdings Companies are required to file periodically financial and other information specified by the SEC. For more information about the Institutional Holdings Companies, information provided to or filed with the SEC by the Institutional Holdings Companies can be inspected at the SEC's public reference facilities or accessed through the SEC's web site referenced in this prospectus supplement under the section entitled "Where You Can Find More Information".

ABBOTT LABORATORIES

Abbott Laboratories develops, manufactures and sells a broad and diversified line of healthcare products and services. Abbott's products include pharmaceuticals, diagnostic, hospital, nutritional, chemical and agricultural products. Abbott markets its products worldwide through affiliates and distributors to retailers, wholesalers and hospitals.

<TABLE>
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1996	Closing Price	1997	Closing Price	1998	Closing Price	1999	Closing Price	2000	Closing Price	2001	Closing Price
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
January	21.25	January	27.25	January	35.41	January	46.44	January	32.56	January	44.86
February	20.88	February	28.13	February	37.41	February	46.31	February	33.00	February	48.99
March	20.38	March	28.06	March	37.66	March	46.81	March	35.19	March	47.19
April	20.31	April	30.50	April	36.56	April	48.38	April	38.44	April	46.38
May	21.56	May	31.50	May	37.09	May	45.19	May	40.69	May	51.98
June	21.75	June	33.38	June	41.00	June	45.38	June	44.56		
July	21.94	July	32.72	July	41.63	July	42.94	July	41.63		
August	22.50	August	29.97	August	38.50	August	43.38	August	43.75		
September	24.63	September	31.97	September	43.44	September	36.69	September	47.56		
October	25.38	October	30.66	October	47.00	October	40.38	October	52.81		
November	27.81	November	32.56	November	48.00	November	38.00	November	55.06		
December	25.38	December	32.75	December	49.00	December	36.31	December	48.44		

</TABLE>

The closing price on June 8, 2001 was 51.52.

AMERICAN HOME PRODUCTS CORPORATION

American Home Products Corporation researches, develops, manufactures and markets a diversified line of products in three primary business segments: pharmaceuticals, consumer healthcare and agricultural products. The pharmaceutical segment manufactures and sells branded and generic ethical pharmaceuticals, and animal biologicals and pharmaceuticals. The consumer healthcare segment manufactures and distributes cold and allergy remedies and nutritional products including Advil, Robitussin, Dimetapp and Centrum Silver vitamins. The agricultural products segment manufactures and distributes crop protection and pest control products.

<TABLE>
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1996	Closing Price	1997	Closing Price	1998	Closing Price	1999	Closing Price	2000	Closing Price	2001	Closing Price
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
January	25.50	January	31.69	January	47.72	January	58.69	January	47.06	January	59.10
February	24.66	February	32.00	February	46.88	February	59.50	February	43.50	February	61.77

March	27.09	March	30.00	March	47.69	March	65.25	March	53.75	March	58.75
April	26.38	April	33.06	April	46.56	April	61.00	April	56.25	April	57.75
May	26.75	May	38.00	May	48.31	May	57.63	May	53.88	May	63.30
June	30.06	June	38.25	June	51.75	June	57.38	June	58.75		
July	28.38	July	41.22	July	51.50	July	51.00	July	53.06		
August	29.63	August	36.00	August	50.13	August	41.50	August	54.19		
September	31.88	September	36.50	September	52.63	September	41.50	September	56.56		
October	30.63	October	37.06	October	48.94	October	52.25	October	63.50		
November	32.19	November	34.91	November	53.38	November	52.00	November	60.13		
December	29.31	December	38.25	December	56.38	December	39.25	December	63.55		

</TABLE>

The closing price on June 8, 2001 was 61.74.

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ANHEUSER-BUSCH COMPANIES, INC.

Anheuser-Busch Companies, Inc. is the holding company parent of Anheuser-Busch, the world's largest brewer of beer. Anheuser-Busch is engaged in the manufacturing and marketing of domestic beer, international beer, packaging and other related products. In addition, Anheuser-Busch is active in the entertainment field and operates and directs theme parks through its subsidiaries.

<TABLE>
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1996	Closing Price	1997	Closing Price	1998	Closing Price	1999	Closing Price	2000	Closing Price	2001	Closing Price
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
January	17.38	January	21.25	January	22.47	January	35.34	January	33.75	January	43.36
February	16.84	February	22.25	February	23.44	February	38.34	February	32.00	February	43.70
March	16.84	March	20.63	March	23.13	March	38.06	March	31.13	March	45.93
April	16.78	April	21.44	April	22.91	April	36.56	April	35.28	April	39.99
May	17.81	May	21.44	May	22.97	May	36.53	May	38.75	May	44.00
June	18.75	June	20.97	June	23.59	June	35.47	June	37.34		
July	18.69	July	21.47	July	25.91	July	39.47	July	40.25		
August	18.94	August	21.31	August	23.38	August	38.50	August	39.41		
September	18.88	September	22.56	September	27.00	September	35.03	September	42.31		
October	19.25	October	19.97	October	29.75	October	35.97	October	45.75		
November	21.19	November	21.59	November	30.31	November	37.41	November	47.44		
December	20.00	December	22.00	December	32.81	December	35.44	December	45.50		

</TABLE>

The closing price on June 8, 2001 was 42.89.

BANK OF AMERICA CORPORATION

Bank of America Corporation is a bank holding company and a financial holding company that provides, through its subsidiaries, a diversified range of banking and non-banking financial services and products both domestically and internationally. The financial services offered by Bank of America's subsidiaries include consumer and commercial banking services, asset management, global corporate and investment banking services, and equity investment services.

<TABLE>
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1996	Closing Price	1997	Closing Price	1998	Closing Price	1999	Closing Price	2000	Closing Price	2001	Closing Price
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
January	34.94	January	54.06	January	59.88	January	66.88	January	48.44	January	53.82
February	36.88	February	60.00	February	68.50	February	65.31	February	46.00	February	49.95
March	40.06	March	55.50	March	72.94	March	70.63	March	52.44	March	54.75
April	39.94	April	60.38	April	76.00	April	71.56	April	49.00	April	56.00
May	40.56	May	58.88	May	75.50	May	64.69	May	55.44	May	59.25
June	41.31	June	64.56	June	76.69	June	73.31	June	43.00		
July	43.00	July	71.19	July	79.75	July	66.38	July	47.38		
August	42.56	August	59.75	August	57.50	August	60.50	August	53.56		
September	43.44	September	61.88	September	53.50	September	55.69	September	52.38		
October	47.13	October	59.81	October	57.50	October	64.44	October	48.06		
November	51.81	November	60.06	November	65.19	November	58.50	November	39.94		
December	48.88	December	60.81	December	60.13	December	50.19	December	45.88		

</TABLE>

The closing price on June 8, 2001 was 59.03.

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THE BANK OF NEW YORK COMPANY, INC.

The Bank of New York Company, Inc. provides an array of financial services to a broad range of financial institutions and individual clients. BNY

provides such fiduciary services as securities servicing, global payment services, private client services and asset management. BNY also provides a variety of commercial and consumer lending services, such as terms loans, lines of credit, asset based financings, commercial and residential mortgages, and retail deposit services. In addition, BNY is engaged in the financial markets, including the trading of foreign exchange and interest rate products, various investing and leasing activities, and the offering of a variety of treasury services.

<TABLE>
<CAPTION>

1996	Closing Price	1997	Closing Price	1998	Closing Price	1999	Closing Price	2000	Closing Price	2001	Closing Price
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
January	12.81	January	18.19	January	27.09	January	35.50	January	40.63	January	54.73
February	12.97	February	19.31	February	29.28	February	34.94	February	33.25	February	51.78
March	12.88	March	18.38	March	31.41	March	35.94	March	41.56	March	49.24
April	12.16	April	19.75	April	29.53	April	39.75	April	41.06	April	50.20
May	12.97	May	21.31	May	30.56	May	35.75	May	46.94	May	54.61
June	12.81	June	21.81	June	30.44	June	36.69	June	46.50		
July	12.88	July	24.31	July	32.00	July	36.94	July	46.81		
August	13.94	August	22.31	August	24.50	August	35.75	August	52.44		
September	14.69	September	24.00	September	27.38	September	33.44	September	56.06		
October	16.56	October	23.53	October	31.56	October	41.88	October	57.56		
November	17.94	November	26.88	November	34.56	November	39.94	November	55.19		
December	16.88	December	28.91	December	40.25	December	40.00	December	55.19		

The closing price on June 8, 2001 was 52.39.

BANK ONE CORPORATION

Bank One Corporation is a bank holding company which, through its subsidiaries, provides retail banking, worldwide corporate and institutional banking and trust and investment management services. Bank One also engages in credit card processing, mortgage lending and servicing, insurance, venture capital financing, investment and merchant banking, trust, brokerage and investment management services and data processing. Bank One operates banking offices in Florida and the midwest and southwest United States.

<TABLE>
<CAPTION>

1996	Closing Price	1997	Closing Price	1998	Closing Price	1999	Closing Price	2000	Closing Price	2001	Closing Price
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
January	31.30	January	41.25	January	50.80	January	52.38	January	29.81	January	39.20
February	32.39	February	40.11	February	56.50	February	53.75	February	25.88	February	35.27
March	32.39	March	36.14	March	63.25	March	55.06	March	34.50	March	36.18
April	31.59	April	38.52	April	58.81	April	58.09	April	30.50	April	37.77
May	33.64	May	39.32	May	55.13	May	56.56	May	33.13	May	39.60
June	30.91	June	44.03	June	55.81	June	59.56	June	26.56		
July	31.36	July	51.02	July	51.69	July	54.56	July	31.81		
August	34.89	August	48.69	August	38.06	August	40.13	August	35.25		
September	37.27	September	50.91	September	42.44	September	34.81	September	38.63		
October	38.75	October	47.39	October	48.75	October	37.81	October	36.50		
November	43.30	November	46.70	November	51.50	November	35.31	November	35.81		
December	39.09	December	49.38	December	51.06	December	32.00	December	36.63		

The closing price on June 8, 2001 was 37.99.

THE BOEING COMPANY

The Boeing Company, together with its subsidiaries, is one of the world's major aerospace firms. Boeing is engaged in the research, development, production, marketing and support of commercial jet aircraft, military aircraft, helicopters and missiles. In addition, Boeing is also involved in the research, development, production, modification and support of missile defense systems, satellites, rocket engines and battle management systems.

<TABLE>
<CAPTION>

1996	Closing Price	1997	Closing Price	1998	Closing Price	1999	Closing Price	2000	Closing Price	2001	Closing Price
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
January	38.75	January	53.56	January	47.63	January	34.69	January	44.50	January	58.50
February	40.56	February	50.88	February	54.25	February	35.63	February	36.94	February	62.20
March	43.31	March	49.31	March	52.13	March	34.00	March	37.81	March	55.71
April	41.06	April	49.31	April	50.06	April	40.63	April	39.69	April	61.80
May	42.63	May	52.69	May	47.75	May	42.06	May	39.06	May	62.89

June	43.56	June	53.06	June	44.56	June	44.00	June	41.81
July	44.25	July	58.69	July	38.81	July	45.38	July	49.00
August	45.25	August	54.50	August	30.94	August	45.31	August	53.63
September	47.25	September	54.44	September	34.31	September	42.63	September	63.00
October	47.69	October	48.00	October	37.56	October	46.06	October	67.81
November	49.69	November	53.13	November	40.63	November	40.63	November	69.06
December	53.25	December	48.94	December	32.63	December	41.44	December	66.00

The closing price on June 8, 2001 was 64.59.

CITIGROUP INC.

Citigroup Inc. is a financial holding company with businesses providing a range of financial services to consumer and corporate customers worldwide. Citigroup's activities are conducted through six segments: Global Consumer, Global Corporate and Investment Bank, Global Investment Management and Private Banking, Associates, Investment Activities and Corporate/Other. Citigroup offers credit cards and banking mainly through its subsidiary Citibank. Other subsidiaries include Salomon Smith Barney, Primerica, a life insurance and mutual funds company, Associates First Capital, a consumer lending company, and Travelers Property Casualty.

1996	Closing Price	1997	Closing Price	1998	Closing Price	1999	Closing Price	2000	Closing Price	2001	Closing Price
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
January	10.96	January	17.46	January	24.78	January	28.03	January	42.75	January	55.97
February	11.15	February	17.88	February	27.81	February	29.38	February	38.86	February	49.18
March	11.00	March	16.00	March	30.00	March	31.94	March	44.91	March	44.98
April	10.25	April	18.50	April	30.59	April	37.44	April	44.67	April	49.15
May	10.38	May	18.33	May	30.63	May	33.13	May	46.64	May	51.25
June	11.41	June	21.02	June	30.31	June	35.63	June	45.19		
July	10.56	July	23.98	July	33.63	July	33.42	July	52.92		
August	10.84	August	21.17	August	22.19	August	33.33	August	58.38		
September	12.28	September	22.77	September	18.75	September	33.00	September	54.06		
October	13.56	October	23.33	October	23.50	October	40.69	October	52.63		
November	15.00	November	25.44	November	25.13	November	40.41	November	49.81		
December	15.13	December	26.94	December	24.84	December	41.77	December	51.06		

The closing price on June 8, 2001 was 50.95.

COLGATE-PALMOLIVE COMPANY

Colgate-Palmolive Company is a consumer products company whose products are marketed worldwide. Colgate's core businesses are oral care, personal care, household surface care, fabric care and pet dietary care. Colgate manufactures and markets toothbrushes, toothpaste, liquid soaps, men's deodorant, dishwashing soaps, all-purpose cleaners, fabric softeners and bleach.

1996	Closing Price	1997	Closing Price	1998	Closing Price	1999	Closing Price	2000	Closing Price	2001	Closing Price
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
January	18.50	January	24.19	January	36.63	January	40.22	January	59.25	January	60.08
February	19.56	February	25.88	February	40.59	February	42.44	February	52.19	February	59.05
March	19.47	March	24.91	March	43.38	March	46.00	March	56.38	March	55.26
April	19.16	April	27.75	April	44.84	April	51.22	April	57.13	April	55.85
May	19.69	May	31.00	May	43.50	May	49.94	May	52.63	May	56.64
June	21.19	June	32.63	June	44.00	June	49.25	June	59.88		
July	19.63	July	37.88	July	46.13	July	49.38	July	55.69		
August	20.31	August	31.31	August	36.06	August	53.50	August	50.94		
September	21.72	September	34.84	September	34.38	September	45.75	September	47.20		
October	23.03	October	32.38	October	44.19	October	60.50	October	58.76		
November	23.16	November	33.41	November	42.81	November	54.88	November	58.75		
December	23.06	December	36.75	December	46.44	December	65.00	December	64.55		

The closing price on June 8, 2001 was 58.87.

ELI LILLY AND COMPANY

Eli Lilly and Company researches, develops, manufactures and sells pharmaceutical products for humans and animals. Research efforts are primarily directed toward discovering and developing products to diagnose and treat disease in humans and animals and to increase the efficiency of animal food production. Eli Lilly products include neuroscience products, such as Prozac,

endocrine products, cardiovascular agents, oncology products and animal health products for cattle, poultry and swine. Eli Lilly's pharmaceutical products are distributed primarily through independent wholesale distribution outlets and marketed through its own sales force. The animal health products are marketed by its own direct sales force to distributors and feed manufacturers.

<TABLE>
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1996	Closing Price	1997	Closing Price	1998	Closing Price	1999	Closing Price	2000	Closing Price	2001	Closing Price
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January	28.63	January	43.56	January	67.63	January	93.69	January	66.88	January	78.80
February	30.31	February	43.69	February	65.81	February	94.50	February	59.44	February	79.46
March	32.50	March	41.13	March	59.63	March	84.88	March	62.63	March	76.66
April	29.56	April	43.94	April	69.56	April	73.63	April	77.13	April	85.00
May	32.13	May	46.50	May	61.38	May	71.44	May	76.13	May	84.70
June	32.50	June	54.66	June	66.25	June	71.63	June	99.88		
July	28.00	July	56.50	July	67.25	July	65.69	July	103.88		
August	28.63	August	52.31	August	65.75	August	74.63	August	73.00		
September	32.25	September	60.50	September	78.31	September	64.19	September	81.13		
October	35.25	October	67.06	October	81.00	October	68.88	October	89.38		
November	38.25	November	63.00	November	89.69	November	71.75	November	93.69		
December	36.50	December	69.63	December	88.88	December	66.50	December	93.06		

The closing price on June 8, 2001 was 87.04.

A-5

EMERSON ELECTRIC CO.

Emerson Electric Co. is engaged principally in the design, manufacture and sale of a broad range of electrical, electromechanical and electronic products and systems. Emerson offers an extensive product line which includes various products and systems involving industrial automation, electronics and telecommunications, heating, ventilating and air conditioning systems, and appliances and tools. Emerson manufactures and markets its products in several countries worldwide.

<TABLE>
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January	41.88	January	49.25	January	60.50	January	58.19	January	55.06	January	76.00
February	38.94	February	49.50	February	63.81	February	57.44	February	45.56	February	66.90
March	40.38	March	45.00	March	65.19	March	52.94	March	53.13	March	62.00
April	41.81	April	50.75	April	63.69	April	64.50	April	54.88	April	66.65
May	42.81	May	54.00	May	60.75	May	63.88	May	59.00	May	67.71
June	45.19	June	55.06	June	60.38	June	62.94	June	60.38		
July	42.19	July	59.00	July	59.44	July	59.69	July	61.06		
August	41.88	August	54.69	August	57.00	August	61.94	August	66.19		
September	45.06	September	57.63	September	62.25	September	63.19	September	67.00		
October	44.50	October	52.44	October	66.00	October	60.06	October	73.44		
November	49.06	November	55.00	November	65.00	November	57.00	November	72.88		
December	48.44	December	56.44	December	60.50	December	57.38	December	78.81		

The closing price on June 8, 2001 was 67.07.

EXXON MOBIL CORPORATION

Exxon Mobil Corporation develops and markets energy products in the United States and internationally. Exxon Mobil is engaged in the exploration, production, transportation and sale of oil, natural gas and petroleum products. In addition, Exxon Mobil manufactures petrochemicals, packaging films and specialty chemicals. Exxon Mobil also participates in coal and mineral mining and electric power generation.

<TABLE>
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1996	Closing Price	1997	Closing Price	1998	Closing Price	1999	Closing Price	2000	Closing Price	2001	Closing Price
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January	40.13	January	51.81	January	59.31	January	70.25	January	83.44	January	84.15
February	39.75	February	50.13	February	63.75	February	66.56	February	75.31	February	81.05
March	40.75	March	53.88	March	67.63	March	70.56	March	77.94	March	81.00
April	42.50	April	56.63	April	73.06	April	83.06	April	77.69	April	88.60
May	42.38	May	59.25	May	70.50	May	79.88	May	83.31	May	88.75
June	43.44	June	61.25	June	71.38	June	77.13	June	78.50		
July	41.13	July	64.25	July	70.25	July	79.38	July	80.00		
August	40.75	August	61.19	August	65.44	August	78.88	August	81.63		

September	41.63	September	64.06	September	70.63	September	76.00	September	89.13
October	44.31	October	61.44	October	71.63	October	74.06	October	89.19
November	47.19	November	61.00	November	75.00	November	79.31	November	88.00
December	49.00	December	61.19	December	73.13	December	80.56	December	86.94

The closing price on June 8, 2001 was 89.39.

A-6

FEDERAL HOME LOAN MORTGAGE CORPORATION

The Federal Home Loan Mortgage Corporation is a stockholder-owned corporation established by Congress in 1970 to support home ownership and rental housing. The Federal Home Loan Mortgage Corporation purchases single-family and multifamily residential mortgages and mortgage-related securities, which it finances primarily by issuing mortgage passthrough securities and debt instruments in the capital markets.

<TABLE>
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1996	Closing Price	1997	Closing Price	1998	Closing Price	1999	Closing Price	2000	Closing Price	2001	Closing Price
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January	21.41	January	30.25	January	44.50	January	62.00	January	50.19	January	61.00
February	20.63	February	29.75	February	47.25	February	58.88	February	41.75	February	65.85
March	21.31	March	27.25	March	47.44	March	57.31	March	44.19	March	64.83
April	20.84	April	31.88	April	46.31	April	62.63	April	45.94	April	65.80
May	20.66	May	33.00	May	45.50	May	58.31	May	44.50	May	66.20
June	21.38	June	35.00	June	47.06	June	58.00	June	40.50		
July	21.06	July	36.06	July	47.25	July	57.38	July	39.44		
August	22.09	August	32.63	August	39.50	August	51.50	August	42.13		
September	24.41	September	35.25	September	49.63	September	52.00	September	54.06		
October	25.25	October	37.88	October	57.50	October	54.00	October	60.00		
November	28.56	November	41.25	November	60.50	November	49.38	November	60.44		
December	27.59	December	41.94	December	64.44	December	47.06	December	68.88		

The closing price on June 8, 2001 was 67.95.

FEDERAL NATIONAL MORTGAGE ASSOCIATION

The Federal National Mortgage Association is a federally chartered and stockholder-owned corporation organized and existing under the Federal National Mortgage Association Charter Act, and was established to provide supplemental liquidity to the mortgage market. To this end, Fannie Mae provides funds to the mortgage market by purchasing mortgage loans from lenders, thereby replenishing their funds for additional lending. In addition, Fannie Mae issues mortgage-backed securities, primarily in exchange for pools of mortgage loans from lenders. Fannie Mae also offers technology services for originating and underwriting mortgage loans.

<TABLE>
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1996	Closing Price	1997	Closing Price	1998	Closing Price	1999	Closing Price	2000	Closing Price	2001	Closing Price
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January	34.50	January	39.38	January	61.75	January	72.88	January	59.94	January	74.18
February	31.63	February	40.00	February	63.75	February	70.00	February	53.00	February	79.70
March	31.88	March	36.13	March	63.25	March	69.25	March	56.56	March	79.60
April	30.63	April	41.25	April	59.88	April	70.94	April	60.31	April	80.26
May	30.88	May	43.75	May	59.81	May	67.94	May	60.13	May	82.44
June	33.50	June	43.63	June	60.75	June	68.25	June	52.19		
July	31.75	July	47.25	July	61.50	July	68.94	July	49.88		
August	31.00	August	44.00	August	56.63	August	62.13	August	53.75		
September	34.88	September	47.00	September	64.25	September	62.69	September	71.50		
October	39.13	October	48.63	October	70.81	October	70.81	October	77.00		
November	41.25	November	52.75	November	72.75	November	66.63	November	79.00		
December	37.63	December	57.06	December	74.00	December	62.44	December	86.75		

The closing price on June 8, 2001 was 83.81.

A-7

MICROSOFT CORPORATION

Microsoft Corporation develops, manufactures, licenses, and supports a wide range of software for a multitude of computing devices. Microsoft software includes scalable operating systems for servers, personal computers and intelligent devices, server applications for client/server environments, knowledge worker productivity applications and software development tools. Microsoft's online efforts include the MSN network of Internet products and

services and alliances with companies involved with broadband access and various forms of digital interactivity. Microsoft also licenses consumer software programs, sells hardware devices, provides consulting services, trains and certifies system integrators, and researches and develops advanced technologies for future software products.

<TABLE>
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1996	Closing Price	1997	Closing Price	1998	Closing Price	1999	Closing Price	2000	Closing Price	2001	Closing Price
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
January	11.56	January	25.50	January	37.30	January	87.50	January	97.88	January	61.06
February	12.34	February	24.38	February	42.38	February	75.06	February	89.38	February	59.00
March	12.89	March	22.92	March	44.75	March	89.63	March	106.25	March	54.69
April	14.16	April	30.38	April	45.06	April	81.31	April	69.75	April	67.75
May	14.84	May	31.00	May	42.41	May	80.69	May	62.56	May	69.18
June	15.02	June	31.59	June	54.19	June	90.19	June	80.00		
July	14.73	July	35.34	July	54.97	July	85.81	July	69.81		
August	15.31	August	33.05	August	47.97	August	92.56	August	69.81		
September	16.48	September	33.08	September	55.03	September	90.56	September	60.31		
October	17.16	October	32.50	October	52.94	October	92.56	October	68.88		
November	19.61	November	35.38	November	61.00	November	91.05	November	57.38		
December	20.66	December	32.31	December	69.34	December	116.75	December	43.38		

The closing price on June 8, 2001 was 73.19.

MINNESOTA MINING AND MANUFACTURING COMPANY

The Minnesota Mining and Manufacturing Company develops, manufactures and markets a wide range of products derived from its research and technology in coating and bonding for coated abrasives, the company's original product. 3M's major product lines include abrasives, adhesives and pressure sensitive tapes, Scotch brand tapes, 3M brand tapes, and many specialized products that are sold worldwide to a variety of different markets including industrial, transportation, graphics and safety, healthcare, consumer and office, electronic and communications and specialty material markets.

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1996	Closing Price	1997	Closing Price	1998	Closing Price	1999	Closing Price	2000	Closing Price	2001	Closing Price
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January	64.50	January	85.25	January	83.50	January	77.63	January	93.63	January	110.65
February	65.13	February	92.00	February	85.31	February	74.06	February	88.19	February	112.75
March	64.63	March	84.63	March	91.00	March	70.75	March	88.56	March	103.90
April	65.75	April	87.00	April	94.38	April	89.00	April	86.63	April	119.01
May	68.25	May	91.88	May	92.63	May	85.75	May	85.75	May	118.58
June	69.00	June	102.25	June	82.19	June	86.94	June	82.50		
July	65.00	July	94.75	July	75.13	July	87.94	July	90.06		
August	68.75	August	89.88	August	68.50	August	94.50	August	93.00		
September	69.75	September	92.44	September	73.69	September	96.06	September	91.13		
October	76.38	October	91.50	October	79.63	October	95.06	October	96.63		
November	83.75	November	97.44	November	80.50	November	95.56	November	99.88		
December	83.00	December	82.06	December	71.13	December	97.88	December	120.50		

The closing price on June 8, 2001 was 120.11.

A-8

PEPSICO, INC.

PepsiCo, Inc. is engaged in the manufacturing and marketing of snack food, soft drinks, juice, and related consumer products. PepsiCo consists of the Frito-Lay Company, a manufacturer and distributor of snack chips, the Pepsi-Cola Company, a soft drink business, and Tropicana Products, a marketer and producer of branded juice. In December 2000, PepsiCo announced a merger with The Quaker Oats Company, a leading manufacturer of hot cereals, pancake syrups and mixes, cornmeal and a variety of pasta products.

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1996	Closing Price	1997	Closing Price	1998	Closing Price	1999	Closing Price	2000	Closing Price	2001	Closing Price
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January	29.81	January	34.88	January	36.13	January	39.00	January	34.13	January	44.07
February	31.63	February	33.00	February	36.50	February	37.56	February	32.13	February	46.08
March	31.63	March	32.38	March	42.69	March	39.19	March	34.88	March	43.95
April	31.75	April	34.88	April	39.69	April	36.94	April	36.69	April	43.81
May	33.25	May	36.75	May	40.81	May	35.50	May	40.88	May	44.76
June	35.50	June	37.56	June	41.19	June	38.69	June	44.44		

July	31.75	July	38.25	July	38.94	July	38.94	July	45.81
August	28.75	August	36.00	August	27.88	August	34.13	August	42.63
September	28.25	September	40.56	September	29.44	September	30.50	September	46.00
October	29.63	October	36.88	October	33.75	October	34.69	October	48.44
November	30.25	November	36.88	November	38.69	November	34.56	November	45.38
December	29.25	December	36.25	December	40.88	December	35.25	December	49.56

</TABLE>

The closing price on June 8, 2001 was 44.50.

PHILIP MORRIS COMPANIES INC.

Philip Morris Companies Inc. is a holding company whose principal wholly-owned subsidiaries, Philip Morris Incorporated, Philip Morris International Inc., Kraft Foods, Inc., and Miller Brewing Company are engaged in the manufacture and sale of various consumer products. Philip Morris Incorporated and Philip Morris International Inc. are engaged primarily in the manufacture, sale and distribution of cigarettes and other tobacco products. Kraft Foods, Inc. produces and markets a large variety of retail packaged foods, such as cheese, processed meat products, coffee and grocery products. Miller Brewing Company produces beer and other related products.

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1996	Closing Price	1997	Closing Price	1998	Closing Price	1999	Closing Price	2000	Closing Price	2001	Closing Price
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January	30.92	January	39.63	January	41.50	January	46.88	January	20.88	January	44.00
February	33.00	February	45.08	February	43.50	February	39.13	February	20.19	February	48.18
March	29.25	March	38.04	March	41.69	March	35.19	March	21.13	March	47.45
April	30.04	April	39.38	April	37.13	April	35.06	April	21.88	April	50.11
May	33.13	May	44.00	May	37.38	May	38.56	May	26.13	May	51.41
June	34.67	June	44.25	June	39.38	June	40.19	June	26.56		
July	34.88	July	45.13	July	43.81	July	37.25	July	25.25		
August	29.92	August	43.69	August	41.56	August	37.44	August	29.63		
September	29.92	September	41.56	September	46.25	September	34.19	September	29.44		
October	30.79	October	39.63	October	51.13	October	25.19	October	36.63		
November	34.42	November	43.50	November	55.94	November	26.25	November	38.19		
December	37.67	December	45.25	December	53.50	December	23.00	December	44.00		

</TABLE>

The closing price on June 8, 2001 was 48.28.

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TYCO INTERNATIONAL LTD.

Tyco International Ltd. is a diversified manufacturing and service company that, through its subsidiaries, designs, manufactures and distributes electrical and electronic components, multi-layer printed circuit boards, disposable medical supplies and other related specialty products. In addition, Tyco designs, engineers, manufactures, installs, operates and maintains undersea cable communications systems, fire detection and suppression systems, and electronic security systems, as well as provides flow control products and environmental consulting services.

<TABLE>
<CAPTION>

1996	Closing Price	1997	Closing Price	1998	Closing Price	1999	Closing Price	2000	Closing Price	2001	Closing Price
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
January	8.84	January	14.28	January	22.19	January	38.56	January	43.06	January	61.60
February	9.03	February	14.69	February	25.31	February	37.22	February	37.88	February	54.65
March	8.94	March	13.75	March	27.31	March	35.88	March	50.13	March	43.23
April	9.66	April	15.25	April	27.31	April	40.63	April	45.94	April	53.37
May	9.88	May	15.88	May	27.69	May	43.69	May	47.06	May	57.45
June	10.19	June	17.39	June	31.50	June	47.38	June	47.38		
July	10.25	July	20.25	July	30.97	July	48.84	July	53.50		
August	10.56	August	19.61	August	27.63	August	50.66	August	57.00		
September	10.78	September	20.52	September	27.63	September	51.63	September	51.88		
October	12.41	October	19.00	October	30.97	October	40.13	October	56.69		
November	13.69	November	19.63	November	32.91	November	40.25	November	52.75		
December	13.22	December	22.53	December	37.72	December	39.00	December	55.50		

</TABLE>

The closing price on June 8, 2001 was 55.85.

UNITED TECHNOLOGIES CORPORATION

United Technologies Corporation is primarily engaged in the manufacturing and marketing of elevators, escalators, commercial and residential heating, ventilating and air conditioning systems, general aviation and military aircraft engines, and commercial and military helicopters. United also provides

maintenance services for their extensive product line. United manufactures and markets its products in several countries worldwide.

<TABLE>
<CAPTION>

1996	Closing Price	1997	Closing Price	1998	Closing Price	1999	Closing Price	2000	Closing Price	2001	Closing Price
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
January	25.66	January	34.88	January	40.63	January	59.72	January	52.94	January	74.98
February	26.84	February	37.63	February	44.66	February	61.94	February	50.94	February	77.91
March	28.06	March	37.88	March	46.16	March	67.72	March	63.19	March	73.30
April	27.63	April	37.81	April	49.22	April	72.44	April	62.19	April	78.08
May	27.34	May	40.19	May	47.00	May	62.06	May	60.44	May	83.31
June	28.75	June	41.50	June	46.25	June	72.00	June	58.88		
July	28.13	July	42.28	July	47.94	July	66.69	July	58.38		
August	28.19	August	39.03	August	36.28	August	66.13	August	62.44		
September	30.09	September	40.50	September	38.22	September	59.31	September	69.25		
October	32.19	October	35.00	October	47.63	October	60.50	October	69.81		
November	35.06	November	37.47	November	53.59	November	56.50	November	70.81		
December	33.13	December	36.41	December	54.38	December	65.00	December	78.63		

</TABLE>

The closing price on June 8, 2001 was 81.41.

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[LOGO]

2,500,000 Units

Merrill Lynch & Co., Inc.

Strategic Return Notes SM

Linked to the Institutional Holdings Index due June , 2006

PROSPECTUS SUPPLEMENT

Merrill Lynch & Co.

June , 2001

