

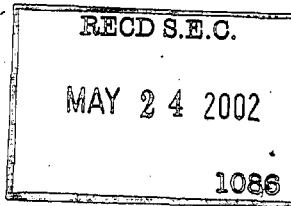


**AMERICAN STOCK EXCHANGE**  
Equities Options .ETFs



Richard A. Mikaliunas  
Senior Vice President  
Capital Markets

American Stock Exchange  
86 Trinity Place  
New York, NY 10006-1872  
T 212 306 1807  
F 212 306 2066  
richard.mikaliunas@amex.com



1-7182

*Cert AMX*

May 23, 2002

Ms. Willie Mae Stroud  
Filer Support - 2  
Room 1004, Mail Stop 1-4  
Office of Filing Information & Consumer Services  
Division of Market Regulation  
Securities and Exchange Commission  
Judiciary Plaza  
450 Fifth Street, NW  
Washington, D.C. 20549

**PROCESSED**  
MAY 29 2002  
**THOMSON FINANCIAL**

Dear Ms. Stroud:

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

Callable Market Index Target-Term Securities  
Due May, 2009 linked to the Amex Defense Index

We further certify that the above security has been approved by the Exchange for listing and registration, upon official notice of issuance, and understand that the 8A will be immediately effective upon your receipt of same, in accordance with SEC Rule 3a12-11.

Sincerely,