



AMERICAN STOCK EXCHANGE
Equities Options ETFs

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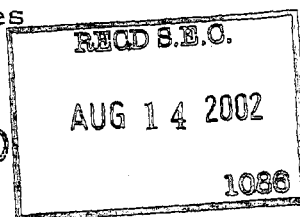
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Cert AMX

August 14, 2002

1-7/82

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

AUG 23 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:

Strategic Return Notes
Linked to the Industrial 15 Index
due August, 2007

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,