

SUPPLEMENT No. 7 DATED 28th APRIL, 2009 TO THE
BASE PROSPECTUS DATED 16th SEPTEMBER, 2008

Merrill Lynch S.A.

(a Luxembourg Limited Company)

Merrill Lynch International & Co. C.V.

(a Netherlands Antilles Limited Partnership)

NOTE, WARRANT AND CERTIFICATE PROGRAMME

Unconditionally and irrevocably guaranteed as to payment and delivery obligations

by

Merrill Lynch & Co., Inc.

(a Delaware (U.S.A.) corporation)

This supplement (the "**Supplement**") constitutes a supplement to the base prospectus dated 16th September, 2008 (as supplemented on 23rd September, 2008, 17th October, 2008, 11th November, 2008, 11th December, 2008, 4th February, 2009, and 11th March, 2009, the "**Base Prospectus**"), prepared in connection with the Note, Warrant and Certificate Programme (the "**Programme**") of Merrill Lynch S.A. ("**MLSA**") and Merrill Lynch International & Co. C.V. ("**MLICo.**"). The Supplement is a supplement for the purposes of article 13 of Chapter 1 of Part II of the Luxembourg Law dated 10th July, 2005 on prospectuses for securities (the "**Luxembourg Law**"). On 16th September, 2008, the Commission de Surveillance du Secteur Financier (the "**CSSF**") approved the Base Prospectus for the purposes of Article 7 of the Luxembourg Law. Terms defined in the Base Prospectus have the same meanings when used in this Supplement.

This Supplement is supplemental to, and shall be read in conjunction with, the Base Prospectus. To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in or incorporated by reference into the Base Prospectus, the statements in (a) above will prevail.

Each of MLSA, MLICo. and Merrill Lynch & Co., Inc. ("**ML&Co.**") accepts responsibility for the information contained in this Supplement and to the best of the knowledge of MLSA, MLICo and ML&Co. (each having taken all reasonable care to ensure that such is the case), the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or material inaccuracy relating to the information included in the Base Prospectus since the publication of the Base Prospectus.

Copies of this Supplement and any document incorporated by reference will be available for collection and inspection as set out in the section entitled "*General Information – Documents Available*" in the Base Prospectus and on the Luxembourg Stock Exchange's website at www.bourse.lu.

In accordance with Article 13 paragraph 2 of the Luxembourg Law, investors who have already agreed to purchase or subscribe for Securities issued under the Programme before this Supplement is published have the right, exercisable within a time limit of a minimum of two working days after the publication of this Supplement, to withdraw their acceptances.

Incorporation by Reference of Form 8-K

ML&Co.'s current report on Form 8-K dated 15th April, 2009 (the "**ML&Co. 15th April, 2009 Form 8-K**") which was filed with the U.S. Securities Exchange Commission on 16th April, 2009 and which has been filed with the CSSF in its capacity as competent authority under Article 21(1) of the Prospectus Directive and, by virtue of this Supplement, the Form 8-K is incorporated in, and form part of, the Base Prospectus.

Any information included in the Form 8-K that is not listed in the column "*Information incorporated by reference*" below is given for information purposes only.

Each page reference in the tables below refer to the corresponding page in the Form 8-K. References to A4 refers to the corresponding rule in Annex IV "Minimum Disclosure Requirements for Debt and Derivative Securities Registration Document (Schedule) (Debt and Derivative Securities with a Denomination per unit of less than EUR50,000)".

Information incorporated by reference

From the ML&Co. 15th April, 2009 Form 8-K

Changes in Registrant's certifying Accountant	Pages 2 to 3	A4.2.2
Financial Statements and Exhibits	Page 4	A4.2.2

Amendment to the Base Prospectus

The definition of Market Disruption Event specified in Index Linked Condition 3 (Market Disruption) on page 202 of the Base Prospectus shall be amended as follows:

Reference to "(b)" shall be deleted in the third line of the definition of Market Disruption Event and "(b)" shall be inserted before the words "or in respect of an Index which is a Multi-Exchange Index either:" in line five of the definition of Market Disruption Event.