

October 21, 2021

Mr. David Saltiel
Acting Director, Division of Trading and Markets
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Via Email: Secretarys-office@sec.gov

Re: Substituted Compliance Notice - Notice of Intent to Rely on United Kingdom Conditional Substituted Compliance Order

Dear Mr. Saltiel:

Merrill Lynch International ("MLI"), a private unlimited company organized in the United Kingdom, anticipates submitting an application to the Securities and Exchange Commission (the "Commission") to register as a security-based swap dealer ("SBSD") on or before November 1, 2021. In advance of registering as an SBSB, MLI is submitting this letter to notify the Commission of its intent to rely on the Commission's Order Granting Conditional Substituted Compliance in Connection with Certain Requirements Applicable to Non-U.S. Security-Based Swap Dealers and Major Security-Based Swap Participants Subject to Regulation in the United Kingdom (the "Order") with respect to the following requirements under the Securities Exchange Act of 1934 (the "Exchange Act") and Commission rules adopted thereunder:¹

- Trade Acknowledgement and Verification (Paragraph (b)(2) of the Order)
- Portfolio Reconciliation and Dispute Reporting (Paragraph (b)(3) of the Order)
- Portfolio Compression (Paragraph (b)(4) of the Order)
- Trading Relationship Documentation (Paragraph (b)(5) of the Order)
- Capital (Paragraph (c)(1) of the Order)
- Margin (Paragraph (c)(2) of the Order)
- Filing of Reports (Paragraph (f)(3) of the Order)
- Securities Counts (Paragraph (f)(5) of the Order)

¹ MLI will also rely on substituted compliance for additional requirements under the Exchange Act and Commission rules adopted thereunder where such reliance is required as a condition to rely on substituted compliance for the requirements listed below. See, e.g., Paragraph (c)(1)(ii) of the Order (requiring a Covered Entity to rely on substituted compliance for the requirements of Exchange Act rules 18a-5(a)(9), 18a-6(b)(1)(x), and 18a-8(a)(1)(i), (a)(1)(ii), (b)(1), (b)(2), and (b)(4) pursuant to the Order).

Please note you may be contacted by a different BofA entity acting for and on behalf of your service provider where permitted by law. This does not change your service provider. Please visit www.bofam.com for further information.

As required by Paragraph (c)(1)(iii)(A)(4) of the Order, MLI's most recent statement of financial condition filed with its local supervisor is also attached to this notice as Exhibit A.

MLI will promptly provide the Commission with an amended notice if it modifies the requirements for which it intends to rely on substituted compliance.

Should you have any questions regarding this notice, please feel free to contact the undersigned at +44 20 7996 1372 or at ben.mcneile@bofa.com.

Sincerely,



Benedict McNeile
Managing Director, Chief Operating Officer, EMEA

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BM.es

cc: SubstitutedComplianceApplications@sec.gov

Exhibit A

Statement of Financial Condition

Date: 30-Jun-2021
run_id: FinRep
v: M0
entity: Merrill Lynch International

F 01.01 Balance Sheet Statement [Statement of Financial Position]: Assets

		Carrying amount
		010
Cash, cash balances at central banks and other demand deposits	010	6,601,440,254.03
Cash on hand	020	.00
Cash balances at central banks	030	4,231,268,087.16
Other demand deposits	040	2,370,172,166.87
Financial assets held for trading	050	208,677,677,935.77
Derivatives	060	145,951,023,936.46
Equity instruments	070	40,154,054,023.37
Debt securities	080	22,572,599,975.94
Loans and advances	090	.00
Non-trading financial assets mandatorily at fair value through profit or loss	096	94,920,621.74
Equity instruments	097	94,920,621.74
Debt securities	098	.00
Loans and advances	099	.00
Financial assets designated at fair value through profit or loss	100	68,361,885,514.66
Debt securities	120	.00
Loans and advances	130	68,361,885,514.66
Financial assets at fair value through other comprehensive income	141	4,658,553,801.37
Equity instruments	142	.00
Debt securities	143	4,658,553,801.37
Loans and advances	144	.00
Financial assets at amortised cost	181	116,896,415,327.01
Debt securities	182	.00
Loans and advances	183	116,896,415,327.01
Derivatives - Hedge accounting	240	.00
Fair value changes of the hedged items in portfolio hedge of interest rate risk	250	.00
Investments in subsidiaries, joint ventures and associates	260	156,381,551.36
Tangible assets	270	.00
Property, plant and equipment	280	.00
Investment property	290	.00
Intangible assets	300	.00
Goodwill	310	.00
Other intangible assets	320	.00
Tax assets	330	285,000,000.00
Current tax assets	340	.00
Deferred tax assets	350	285,000,000.00
Other assets	360	376,071,758.19
Non-current assets and disposal groups classified as held for sale	370	.00
Total assets	380	406,108,346,764.13

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F 01.02 Balance Sheet Statement [Statement of Financial Position]: Liabilities

		Carrying amount
		010
Financial liabilities held for trading	010	174,672,321,882.13
Derivatives	020	145,843,047,041.11
Short positions	030	16,786,934,692.90
Deposits	040	.00
Debt securities issued	050	12,024,802,144.12
Other financial liabilities	060	17,538,004.00
Financial liabilities designated at fair value through profit or loss	070	76,115,032,319.95
Deposits	080	67,890,882,168.47
Debt securities issued	090	.00
Other financial liabilities	100	8,224,150,151.48
Financial liabilities measured at amortised cost	110	119,398,050,914.05
Deposits	120	33,709,048,814.49
Debt securities issued	130	.00
Other financial liabilities	140	85,689,002,099.56
Derivatives - Hedge accounting	150	.00
Fair value changes of the hedged items in portfolio hedge of interest rate risk	160	.00
Provisions	170	.00
Pension and other post employment defined benefit obligations	180	.00
Other long term employee benefits	190	.00
Restructuring	200	.00
Pending legal issues and tax litigation	210	.00
Commitments and guarantees given	220	.00
Other provisions	230	.00
Tax liabilities	240	110,289,483.85
Current tax liabilities	250	110,289,483.85
Deferred tax liabilities	260	.00
Share capital repayable on demand	270	.00
Other liabilities	280	123,808,729.99
Liabilities included in disposal groups classified as held for sale	290	.00
Total liabilities	300	370,419,503,329.97

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F 01.03 Balance Sheet Statement [Statement of Financial Position]: Equity

		Carrying amount
		010
Capital	010	7,933,027,946.37
Paid up capital	020	7,933,027,946.37
Unpaid capital which has been called up	030	.00
Share premium	040	4,498,999,999.66
Equity instruments issued other than capital	050	.00
Equity component of compound financial instruments	060	.00
Other equity instruments issued	070	.00
Other equity	080	9,188,870,772.41
Accumulated other comprehensive income	090	-5,686,643.00
Items that will not be reclassified to profit and loss	095	-5,686,643.00
Tangible assets	100	.00
Intangible assets	110	.00
Actuarial gains or loss on defined benefit pension plans	120	.00
Non-current assets and disposal groups classified as held for sale	122	.00
Share of other recognised income and expense of investment in subsidiaries, joint ventures and associates	124	.00
Changes in fair value of equity instruments measured at fair value through other comprehensive income	320	-5,686,643.00
Hedge ineffectiveness of fair value hedges for equity instruments measured at fair value through other comprehensive income	330	.00
Fair value changes of equity instruments measured at fair value through other comprehensive income [hedged item]	340	.00
Fair value changes of equity instruments measured at fair value through other comprehensive income [hedging instrument]	350	.00
Change in fair value of a financial liability at fair value through profit or loss that is attributable to changes in the credit risk of that liability	360	.00
Items that may be reclassified to profit and loss	128	.00
Hedges of net investments in foreign operations [effective portion]	130	.00
Foreign currency translation	140	.00
Hedging derivatives. Cash flow hedges reserve (effective portion)	150	.00
Fair value changes of debt instruments measured at fair value through other comprehensive income	155	.00
Hedging instruments [not designated elements]	165	.00
Non-current assets and disposal groups classified as held for sale	170	.00
Share of other recognised income and expense of investment in subsidiaries, joint ventures and associates	180	.00
Retained earnings	190	15,142,167,010.57
Revaluation reserves	200	.00
Other reserves	210	.00
Reserves or accumulated losses of investments in subsidiaries, joint ventures and associates accounted for using the equity method	220	.00
Other	230	.00
(-) Treasury shares	240	.00
Profit or loss attributable to Owners of the parent	250	177,006,349.44
(-) Interim dividends	260	-1,245,542,001.29
Minority interests [Non-controlling interests]	270	.00
Accumulated Other Comprehensive Income	280	.00
Other items	290	.00
Total equity	300	35,688,843,434.16
Total equity and total liabilities	310	406,108,346,764.13