

SECURITIES AND EXCHANGE COMMISSION

FORM 497

Definitive materials filed under paragraph (a), (b), (c), (d), (e) or (f) of Securities Act Rule 497

Filing Date: **1996-01-11**
SEC Accession No. **0000897204-96-000027**

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FILER

MERRILL LYNCH ASSET GROWTH FUND INC

CIK: **923270** | State of Incorporation: **MD** | Fiscal Year End: **1231**
Type: **497** | Act: **33** | File No.: **033-54005** | Film No.: **96502823**

Business Address
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C/O MERRILL ASSET
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MERRILL LYNCH ASSET GROWTH FUND, INC.

SUPPLEMENT DATED JANUARY 11, 1996 TO THE
STATEMENT OF ADDITIONAL INFORMATION DATED DECEMBER 27, 1995

The following supersedes "Purchase of Shares -- Reduced Initial Sales Charges -- Employer Sponsored Retirement or Savings Plans" and "Redemption of Shares -- Deferred Sales Charges -- Class B Shares -- Retirement Plans" in the Statement of Additional Information:

Employer-Sponsored Retirement or Savings Plans and Certain Other Arrangements. Certain employer-sponsored retirement or savings plans and certain other arrangements may purchase Class A or Class D shares at net asset value, based on the number of employees or number of employees eligible to participate in the plan, the aggregate amount invested by the plan in specified investments and/or the services provided by Merrill Lynch to the plan. Certain other plans may purchase Class B shares with a waiver of the CDSC upon redemption, based on similar criteria. Such Class B shares will convert into Class D shares approximately ten years after the plan purchases the first share of any MLAM-advised mutual fund. Minimum purchase requirements may be waived for such plans. Additional information regarding purchases by employer-sponsored retirement or savings plans and certain other arrangements is available toll-free from Merrill Lynch Business Financial Services at (800) 237-7777.

Code #18239-1295ALL