

THIS PROOF OF
CLAIM MUST BE
POSTMARKED
NO LATER THAN
JANUARY 4, 2010.

PROOF OF CLAIM AND RELEASE

CLAIMANT IDENTIFICATION Please fill in using blue or black ink.

Beneficial Owner's First Name	Beneficial Owner's Last Name			
<input type="text"/>	<input type="text"/>			
Joint Owner's First Name	Joint Owner's Last Name			
<input type="text"/>	<input type="text"/>			
<input type="checkbox"/> Individual/Sole Proprietor	<input type="checkbox"/> Corporation	<input type="checkbox"/> IRA	<input type="checkbox"/> Joint Owners	<input type="checkbox"/> Partnership
<input type="checkbox"/> Pension Plan	<input type="checkbox"/> Trust	<input type="checkbox"/> Other	<input type="text"/>	
Company Name				
<input type="text"/>				
Record Owner's Name (if Different from Beneficial Owner Listed Above)				
<input type="text"/>				

Social Security Number	or	Taxpayer Identification Number
<input type="text"/> - <input type="text"/> - <input type="text"/>		<input type="text"/> - <input type="text"/>
Telephone Number (Daytime)		Telephone Number (Evening)
<input type="text"/> - <input type="text"/> - <input type="text"/>		<input type="text"/> - <input type="text"/> - <input type="text"/>

MAILING INFORMATION

Address		
<input type="text"/>		
Address		
<input type="text"/>		
City	State	Zip or Postal Code
<input type="text"/>	<input type="text"/>	<input type="text"/>
Foreign Province	Foreign Zip Code	Foreign Country Name/Abbreviation
<input type="text"/>	<input type="text"/>	<input type="text"/>



UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE MERRILL LYNCH & CO., INC. SECURITIES,
DERIVATIVE AND ERISA LITIGATION

This Document Relates To:
Louisiana Sheriffs' Pension and Relief Fund, et al. v.
Conway, et al., 08cv9063 (JSR)(DFE)

Master File No. 07-cv-9633 (JSR)(DFE)

PROOF OF CLAIM AND RELEASE

DEADLINE FOR SUBMISSION JANUARY 4, 2010.

GENERAL INSTRUCTIONS

1. It is important that you completely read and understand the Notice of Pendency of Class Action and Proposed Settlement, Settlement Fairness Hearing and Motion for Attorneys' Fees and Reimbursement of Litigation Expenses (the "Notice") that accompanies this Proof of Claim and Release ("Proof of Claim"), and the Plan of Allocation included in the Notice. The Notice and the Plan of Allocation describe the proposed Settlement that will resolve the above-captioned class action lawsuit (the "Merrill Bond Action"), how the Class Members are affected by the Settlement, and the manner in which the Settlement Fund will be distributed, if the Court approves the Settlement and the Plan of Allocation. The Notice also contains the definitions of many of the defined terms (which are indicated by initial capital letters) used in this Proof of Claim. By signing and submitting the Proof of Claim, you will be certifying that you have read and that you understand the Notice.
2. TO BE ELIGIBLE TO PARTICIPATE IN THE SETTLEMENT, YOU MUST MAIL YOUR COMPLETED AND SIGNED PROOF OF CLAIM AND RELEASE, BY FIRST-CLASS MAIL POSTAGE PREPAID, POSTMARKED ON OR BEFORE JANUARY 4, 2010, ADDRESSED TO:

Merrill Bond Action
% Analytics, Incorporated, Claims Administrator
P.O. Box 2010
Chanhassen, MN 55317-2010
1-877-441-2792
3. This Proof of Claim is directed to all persons and entities that purchased or otherwise acquired any of the Bond Class Securities listed on the first page of the accompanying Notice from the first date on which they were offered for sale to the public through and including January 15, 2009 (the "Class Period"), and were allegedly damaged thereby (the "Bond Class" or "Class"). Excluded from the Bond Class are Merrill; BAC; the Individual Defendants; members of the immediate families of the Individual Defendants; the Underwriter Defendants; the Former Defendants; any entity in which any Defendant, Former Defendant or BAC has or had a controlling interest; the current and former directors and officers of or partners in: (i) Merrill; (ii) BAC; (iii) any of the Underwriter Defendants; or (iv) any of the Former Defendants, and the legal representatives, heirs, successors, or assigns of any such excluded person or entity, provided that any Investment Vehicle (as defined in the Stipulation) shall not be deemed an excluded person or entity by definition. Also excluded from the Bond Class are any persons who exclude themselves by filing a request for exclusion in accordance with the requirements set forth in the Notice.
4. "Class Members" means Persons who are members of the Bond Class who do not timely and properly exclude themselves therefrom.



5. “Authorized Claimant” means a Class Member who submits a timely and valid Proof of Claim Form to the Claims Administrator, in accordance with the requirements established by the District Court, that is approved for payment from the Net Settlement Fund.
6. IF YOU ARE NOT A CLASS MEMBER, OR IF YOU, OR SOMEONE ACTING ON YOUR BEHALF, FILED A REQUEST FOR EXCLUSION FROM THE BOND CLASS, DO NOT SUBMIT A PROOF OF CLAIM. YOU MAY NOT, DIRECTLY OR INDIRECTLY, PARTICIPATE IN THE SETTLEMENT IF YOU ARE NOT A CLASS MEMBER. THUS, IF YOU FILE A VALID REQUEST FOR EXCLUSION, ANY PROOF OF CLAIM THAT YOU SUBMIT, OR THAT MAY BE SUBMITTED ON YOUR BEHALF, WILL NOT BE ACCEPTED.
7. To be eligible to recover as a Class Member, you must complete and sign this Proof of Claim and mail it to the Claims Administrator postmarked on or before January 4, 2010. If you fail to file a timely, properly addressed, and completed Proof of Claim, your claim may be rejected, and you may be precluded from receiving any distribution from the Net Settlement Fund.
8. Submission of this Proof of Claim does not ensure that you will share in the Net Settlement Fund. Distributions from the Net Settlement Fund are governed by the Plan of Allocation approved by the Court. The proposed Plan of Allocation, which is subject to the Court’s approval, is included in the Notice.
9. If you have questions concerning the Proof of Claim, or need additional copies of the Proof of Claim or the Notice, you may contact the Claims Administrator, Analytics, Incorporated, at the above address or by toll-free phone at 1-877-441-2792, or you may download the documents from Bond Counsel’s website, www.blbglaw.com/cases/index, or the website maintained by the Claims Administrator for this Settlement, www.merrillbondactionsettlement.com.
10. If you are a Class Member and you do not, or someone acting on your behalf does not, submit a timely request for exclusion from the Bond Class, and if the Court approves the Settlement, you will be bound by the terms of any orders and judgments that the Court enters. You will be bound by such orders and judgments whether or not you submit a Proof of Claim and Release. The judgment enjoins the filing or continued prosecution of Released Claims, and also releases the Released Claims against the Released Parties, including those that are subject to pending lawsuits or arbitrations.
11. You are required to submit genuine and sufficient documentation demonstrating: (i) the Claimant’s purchases/acquisitions and sales of Bond Class Securities during Class Period, *i.e.*, the time period beginning with the date that the Bond Class Securities were first offered to the public for sale through and including January 15, 2009; (ii) the Claimant’s sales of Bond Class Securities during the time period from June 16, 2009 through and including April 27, 2009, the date that the parties entered into a Memorandum of Understanding with respect to their agreement in principle to settle the Bond Action; and (iii) the Claimant’s positions in Bond Class Securities as of the close of trading on April 27, 2009. Documentation may be photocopies of stockbrokers’ confirmation slips or stockbrokers’ monthly statements reflecting your opening and closing balances for the months specified on the actual claim form, and in which transactions during the Class Period occurred. IF SUCH DOCUMENTS ARE NOT IN YOUR POSSESSION, PLEASE OBTAIN COPIES OR EQUIVALENT CONTEMPORANEOUS DOCUMENTS FROM YOUR BROKER. FAILURE TO SUPPLY THIS DOCUMENTATION MAY RESULT IN REJECTION OF YOUR CLAIM. DO NOT SEND ORIGINAL STOCK CERTIFICATES OR NOTES. For purposes of the overall evaluation of the Claim, you are also required to state the total number of Bond Class Securities purchased/acquired during the time period from January 16, 2009 through and including April 27, 2009.
12. All joint purchasers must each sign this Proof of Claim.
13. Agents, executors, administrators, guardians, and trustees must complete and sign the Proof of Claim and Release on behalf of persons represented by them and they must:
 - (a) expressly state the capacity in which they are acting;
 - (b) identify the name, account number, Social Security Number (or taxpayer identification number), address and telephone number of the beneficial owner of (or other person or entity on whose behalf they are acting with respect to) the Bond Class Securities; and,



- (c) furnish herewith evidence of their authority to bind to the Proof of Claim and Release the person or entity on whose behalf they are acting. (Authority to complete and sign a Proof of Claim and Release cannot be established by stockbrokers only demonstrating that they have discretionary authority to trade stock in another's accounts.)
14. By submitting a signed Proof of Claim, you will be swearing that you:
- (a) own(ed) the Bond Class Securities you have listed in the Proof of Claim and Release; or
 - (b) are expressly authorized to act on behalf of the beneficial owner(s) thereof.
15. By submitting a signed Proof of Claim and Release, you will be swearing to the truth of the statements contained therein and the genuineness of the documents attached thereto, subject to penalties of perjury under the laws of the United States of America. The making of false statements, or the submission of forged or fraudulent documentation, will result in the rejection of your claim and may subject you to civil liability or criminal prosecution.

NOTICE REGARDING ELECTRONIC FILES: Certain Claimants with large numbers of transactions may request, or may be requested, to submit information regarding their transactions in electronic files. All Claimants **MUST** submit a manually signed paper Proof of Claim form listing all their transactions, whether or not they also submit electronic copies. If you wish to file your claim electronically, you must contact the Claims Administrator at 1-877-441-2792, or visit the Settlement website www.merrillbondactionsettlement.com, to obtain the required file layout. No electronic files will be considered to have been properly submitted unless the Claims Administrator issues to the Claimant a written acknowledgment of receipt and acceptance of electronically submitted data.

NOTE TO ALL CLAIMANTS: Separate Proofs of Claim should be submitted for each separate legal entity (*e.g.*, a claim from Joint Owners should not include separate transactions of just one of the Joint Owners; an Individual should not combine his or her IRA transactions with transactions made solely in the Individual's name). Conversely, a single Proof of Claim submitted on behalf of one legal entity should include all transactions made by that entity, no matter how many separate accounts that entity has (*e.g.*, a Corporation with multiple brokerage accounts should include all transactions made in Bond Class Securities during the Class Period on one Proof of Claim, no matter how many accounts the transactions were made in).



PLEASE FILL IN USING BLACK OR BLUE INK.

**SCHEDULE OF TRANSACTIONS IN
MERRILL 8.625% NON-CUMULATIVE PREFERRED STOCK, SERIES 8
(CUSIP: 060505559 FORMERLY KNOWN AS 59023V373) ("PREFERRED STOCK")**

A. PURCHASES: (i) List all purchases of Preferred Stock made by the Claimant through and including **January 15, 2009**. (NOTE: If the Claimant acquired Preferred Stock during this period other than by an open market purchase, please provide a complete description of the terms of the acquisition on a separate page.) **Be sure to attach the required documentation.**

Trade Date(s) (List Chronologically)			Number of Shares Purchased	Purchase Price Per Share	Total Purchase Price*
M	M	D D Y Y			
				\$	
				\$	
				\$	
				\$	
				\$	

* Excluding commissions, transfer taxes or other fees.

(ii) State the total number of shares of Preferred Stock the Claimant purchased during the period **between January 16, 2009** through and including **April 27, 2009**. If none, write "zero" or "0." (NOTE: These purchases, which are not in the Class Period, are not included in the calculation of Recognized Loss or Gain Amounts.)

B. SALES: List all sales of Preferred Stock made by the Claimant through and including **April 27, 2009**. **Be sure to attach the required documentation.**

Trade Date(s) (List Chronologically)			Number of Shares Sold	Sales Price Per Share	Total Sales Price*
M	M	D D Y Y			
				\$	
				\$	
				\$	
				\$	
				\$	

* Excluding commissions, transfer taxes or other fees.

C. UNSOLD HOLDINGS: State the total number of shares of Preferred Stock the Claimant owned at the close of trading on **April 27, 2009**. If none, write "zero" or "0." **If other than zero, be sure to attach the required documentation.**

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SCHEDULE OF TRANSACTIONS IN MERRILL 6.11% SUBORDINATED NOTES DUE JANUARY 29, 2037 (CUSIP: 59022CAJ2) ("6.11% NOTES")

A. PURCHASES: (i) List all purchases of 6.11% Notes made by the Claimant through and including **January 15, 2009**. (NOTE: If the Claimant acquired 6.11% Notes during this period other than by an open market purchase, please provide a complete description of the terms of the acquisition on a separate page.) **Be sure to attach the required documentation.**

Trade Date(s) (List Chronologically)			Number of Notes Purchased	Purchase Price Per \$1,000 Face Value Note	Total Purchase Price*
M	M	D D Y Y			
				\$	\$
				\$	\$
				\$	\$
				\$	\$
				\$	\$

* Excluding commissions, transfer taxes or other fees and excluding the amount, if any, of accrued interest paid.

(ii) State the total number of 6.11% Notes the Claimant purchased during the period **between January 16, 2009** through and including **April 27, 2009**. If none, write "zero" or "0." (NOTE: These purchases, which are not in the Class Period, are not included in the calculation of Recognized Loss or Gain Amounts.)

B. SALES: List all sales of 6.11% Notes made by the Claimant through and including **April 27, 2009**.

Trade Date(s) (List Chronologically)			Number of Notes Sold	Sales Price Per \$1,000 Face Value Note	Total Sales Price*
M	M	D D Y Y			
				\$	\$
				\$	\$
				\$	\$
				\$	\$
				\$	\$

* Excluding commissions, transfer taxes or other fees and excluding the amount, if any, of accrued interest received.

C. UNSOLD HOLDINGS: State the total face value of 6.11% Notes owned by the Claimant as of the close of trading on **April 27, 2009**. If none, write "zero" or "0". **Be sure to attach the required documentation.**

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**SCHEDULE OF TRANSACTIONS IN 5.70% SUBORDINATED NOTES
DUE MAY 2, 2017 (CUSIP: 59022CCS0) ("5.70% NOTES")**

A. PURCHASES: (i) List all purchases of 5.70% Notes made by the Claimant through and including **January 15, 2009**. (NOTE: If the Claimant acquired 5.70% Notes during this period other than by an open market purchase, please provide a complete description of the terms of the acquisition on a separate page.) **Be sure to attach the required documentation.**

Trade Date(s) (List Chronologically)			Number of Notes Purchased	Purchase Price Per \$1,000 Face Value Note		Total Purchase Price*
M M	D D	Y Y		\$		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

* Excluding commissions, transfer taxes or other fees and excluding the amount, if any, of accrued interest paid.

(ii) State the total number of 5.70% Notes the Claimant purchased during the period **between January 16, 2009** through and including **April 27, 2009**. If none, write "zero" or "0." (NOTE: These purchases, which are not in the Class Period, are not included in the calculation of Recognized Loss or Gain Amounts.)

B. SALES: List all sales of 5.70% Notes made by the Claimant through and including **April 27, 2009**.

Trade Date(s) (List Chronologically)			Number of Notes Sold	Sales Price Per \$1,000 Face Value Note		Total Sales Price*
M M	D D	Y Y		\$		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

* Excluding commissions, transfer taxes or other fees and excluding the amount, if any, of accrued interest received.

C. UNSOLD HOLDINGS: State the total face value of 5.70% Notes owned by the Claimant as of the close of trading on **April 27, 2009**. If none, write "zero" or "0". **Be sure to attach the required documentation.**

\$

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**SCHEDULE OF TRANSACTIONS IN MEDIUM-TERM NOTES,
SERIES C (CUSIP: 59018YE72) ("MEDIUM-TERM NOTES")**

A. PURCHASES: (i) List all purchases of Medium-Term Notes made by the Claimant through and including **January 15, 2009**. (NOTE: If the Claimant acquired Medium-Term Notes during this period other than by an open market purchase, please provide a complete description of the terms of the acquisition on a separate page.) **Be sure to attach the required documentation.**

Trade Date(s) (List Chronologically)			Number of Notes Purchased	Purchase Price Per \$1,000 Face Value Note		Total Purchase Price*
M M	D D	Y Y				
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	\$ <input type="text"/>	<input type="text"/>	\$ <input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	\$ <input type="text"/>	<input type="text"/>	\$ <input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	\$ <input type="text"/>	<input type="text"/>	\$ <input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	\$ <input type="text"/>	<input type="text"/>	\$ <input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	\$ <input type="text"/>	<input type="text"/>	\$ <input type="text"/>

* Excluding commissions, transfer taxes or other fees and excluding the amount, if any, of accrued interest paid.

(ii) State the total number of Medium-Term Notes the Claimant purchased during the period **between January 16, 2009** through and including **April 27, 2009**. If none, write "zero" or "0." (NOTE: These purchases, which are not in the Class Period, are not included in the calculation of Recognized Loss or Gain Amounts.)

B. SALES: List all sales of Medium-Term Notes made by the Claimant through and including **April 27, 2009**.

Trade Date(s) (List Chronologically)			Number of Notes Sold	Sales Price Per \$1,000 Face Value Note		Total Sales Price*
M M	D D	Y Y				
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	\$ <input type="text"/>	<input type="text"/>	\$ <input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	\$ <input type="text"/>	<input type="text"/>	\$ <input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	\$ <input type="text"/>	<input type="text"/>	\$ <input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	\$ <input type="text"/>	<input type="text"/>	\$ <input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	\$ <input type="text"/>	<input type="text"/>	\$ <input type="text"/>

* Excluding commissions, transfer taxes or other fees and excluding the amount, if any, of accrued interest received.

C. UNSOLD HOLDINGS: State the total face value of Medium-Term Notes owned by the Claimant as of the close of trading on **April 27, 2009**. If none, write "zero" or "0". **Be sure to attach the required documentation.** \$

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**SCHEDULE OF TRANSACTIONS IN 6.05% MEDIUM-TERM NOTES,
SERIES C (CUSIP: 59018YJ36) ("6.05% NOTES")**

A. PURCHASES: (i) List all purchases of 6.05% Notes made by the Claimant through and including **January 15, 2009**. (NOTE: If the Claimant acquired 6.05% Notes during this period other than by an open market purchase, please provide a complete description of the terms of the acquisition on a separate page.) **Be sure to attach the required documentation.**

Trade Date(s) (List Chronologically)			Number of Notes Purchased	Purchase Price Per \$1,000 Face Value Note	Total Purchase Price*
M	M	D D Y Y			
				\$	\$
				\$	\$
				\$	\$
				\$	\$
				\$	\$

* Excluding commissions, transfer taxes or other fees and excluding the amount, if any, of accrued interest paid.

(ii) State the total number of 6.05% Notes the Claimant purchased during the period **between January 16, 2009** through and including **April 27, 2009**. If none, write "zero" or "0." (NOTE: These purchases, which are not in the Class Period, are not included in the calculation of Recognized Loss or Gain Amounts.)

B. SALES: List all sales of 6.05% Notes made by the Claimant through and including **April 27, 2009**.

Trade Date(s) (List Chronologically)			Number of Notes Sold	Sales Price Per \$1,000 Face Value Note	Total Sales Price*
M	M	D D Y Y			
				\$	\$
				\$	\$
				\$	\$
				\$	\$
				\$	\$

* Excluding commissions, transfer taxes or other fees and excluding the amount, if any, of accrued interest received.

C. UNSOLD HOLDINGS: State the total face value of 6.05% Notes owned by the Claimant as of the close of trading on **April 27, 2009**. If none, write "zero" or "0". **Be sure to attach the required documentation.**

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**SCHEDULE OF TRANSACTIONS IN 6.40% MEDIUM-TERM NOTES,
SERIES C (CUSIP: 59018YJ69) ("6.40% NOTES")**

A. PURCHASES: (i) List all purchases of 6.40% Notes made by the Claimant through and including **January 15, 2009**. (NOTE: If the Claimant acquired 6.40% Notes during this period other than by an open market purchase, please provide a complete description of the terms of the acquisition on a separate page.) **Be sure to attach the required documentation.**

Trade Date(s) (List Chronologically)			Number of Notes Purchased	Purchase Price Per \$1,000 Face Value Note	Total Purchase Price*
M	M	D D Y Y			
				\$	\$
				\$	\$
				\$	\$
				\$	\$
				\$	\$

* Excluding commissions, transfer taxes or other fees and excluding the amount, if any, of accrued interest paid.

(ii) State the total number of 6.40% Notes the Claimant purchased during the period **between January 16, 2009** through and including **April 27, 2009**. If none, write "zero" or "0." (NOTE: These purchases, which are not in the Class Period, are not included in the calculation of Recognized Loss or Gain Amounts.)

B. SALES: List all sales of 6.40% Notes made by the Claimant through and including **April 27, 2009**.

Trade Date(s) (List Chronologically)			Number of Notes Sold	Sales Price Per \$1,000 Face Value Note	Total Sales Price*
M	M	D D Y Y			
				\$	\$
				\$	\$
				\$	\$
				\$	\$
				\$	\$

* Excluding commissions, transfer taxes or other fees and excluding the amount, if any, of accrued interest received.

C. UNSOLD HOLDINGS: State the total face value of 6.40% Notes owned by the Claimant as of the close of trading on **April 27, 2009**. If none, write "zero" or "0". **Be sure to attach the required documentation.**

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**SCHEDULE OF TRANSACTIONS IN 5.45% MEDIUM-TERM NOTES,
SERIES C (CUSIP: 59018YM40) ("5.45% NOTES")**

A. PURCHASES: (i) List all purchases of 5.45% Notes made by the Claimant through and including **January 15, 2009**. (NOTE: If the Claimant acquired 5.45% Notes during this period other than by an open market purchase, please provide a complete description of the terms of the acquisition on a separate page.) **Be sure to attach the required documentation.**

Trade Date(s) (List Chronologically)			Number of Notes Purchased	Purchase Price Per \$1,000 Face Value Note	Total Purchase Price*
M	M	D D Y Y			
				\$	\$
				\$	\$
				\$	\$
				\$	\$
				\$	\$

* Excluding commissions, transfer taxes or other fees and excluding the amount, if any, of accrued interest paid.

(ii) State the total number of 5.45% Notes the Claimant purchased during the period **between January 16, 2009** through and including **April 27, 2009**. If none, write "zero" or "0." (NOTE: These purchases, which are not in the Class Period, are not included in the calculation of Recognized Loss or Gain Amounts.)

B. SALES: List all sales of 5.45% Notes made by the Claimant through and including **April 27, 2009**.

Trade Date(s) (List Chronologically)			Number of Notes Sold	Sales Price Per \$1,000 Face Value Note	Total Sales Price*
M	M	D D Y Y			
				\$	\$
				\$	\$
				\$	\$
				\$	\$
				\$	\$

* Excluding commissions, transfer taxes or other fees and excluding the amount, if any, of accrued interest received.

C. UNSOLD HOLDINGS: State the total face value of 5.45% Notes owned by the Claimant as of the close of trading on **April 27, 2009**. If none, write "zero" or "0". **Be sure to attach the required documentation.**

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**SCHEDULE OF TRANSACTIONS IN 6.15% MEDIUM-TERM NOTES,
SERIES C (CUSIP: 59018YN56) ("6.15% NOTES")**

A. PURCHASES: (i) List all purchases of 6.15% Notes made by the Claimant through and including **January 15, 2009**. (NOTE: If the Claimant acquired 6.15% Notes during this period other than by an open market purchase, please provide a complete description of the terms of the acquisition on a separate page.) **Be sure to attach the required documentation.**

Trade Date(s) (List Chronologically)			Number of Notes Purchased	Purchase Price Per \$1,000 Face Value Note	Total Purchase Price*
M	M	D D Y Y			
				\$	\$
				\$	\$
				\$	\$
				\$	\$
				\$	\$

* Excluding commissions, transfer taxes or other fees and excluding the amount, if any, of accrued interest paid.

(ii) State the total number of 6.15% Notes the Claimant purchased during the period **between January 16, 2009** through and including **April 27, 2009**. If none, write "zero" or "0." (NOTE: These purchases, which are not in the Class Period, are not included in the calculation of Recognized Loss or Gain Amounts.)

B. SALES: List all sales of 6.15% Notes made by the Claimant through and including **April 27, 2009**.

Trade Date(s) (List Chronologically)			Number of Notes Sold	Sales Price Per \$1,000 Face Value Note	Total Sales Price*
M	M	D D Y Y			
				\$	\$
				\$	\$
				\$	\$
				\$	\$
				\$	\$

* Excluding commissions, transfer taxes or other fees and excluding the amount, if any, of accrued interest received.

C. UNSOLD HOLDINGS: State the total face value of 6.15% Notes owned by the Claimant as of the close of trading on **April 27, 2009**. If none, write "zero" or "0". **Be sure to attach the required documentation.**

IF YOU NEED ADDITIONAL SPACE FOR YOUR TRANSACTIONS IN THIS SECURITY PLEASE PHOTOCOPY THIS PAGE. ON THE COPY, WRITE YOUR NAME HERE AND CHECK THIS BOX

IF YOU DO NOT CHECK THE BOX THESE ADDITIONAL PAGES MAY NOT BE REVIEWED



**SCHEDULE OF TRANSACTIONS IN 6.875% MEDIUM-TERM NOTES,
SERIES C (CUSIP: 59018YN64) ("6.875% NOTES")**

A. PURCHASES: (i) List all purchases of 6.875% Notes made by the Claimant through and including **January 15, 2009**. (NOTE: If the Claimant acquired 6.875% Notes during this period other than by an open market purchase, please provide a complete description of the terms of the acquisition on a separate page.) **Be sure to attach the required documentation.**

Trade Date(s) (List Chronologically)			Number of Notes Purchased	Purchase Price Per \$1,000 Face Value Note	Total Purchase Price*
M	M	D D Y Y			
				\$	
				\$	
				\$	
				\$	
				\$	

* Excluding commissions, transfer taxes or other fees and excluding the amount, if any, of accrued interest paid.

(ii) State the total number of 6.875% Notes the Claimant purchased during the period **between January 16, 2009** through and including **April 27, 2009**. If none, write "zero" or "0." (NOTE: These purchases, which are not in the Class Period, are not included in the calculation of Recognized Loss or Gain Amounts.)

B. SALES: List all sales of 6.875% Notes made by the Claimant through and including **April 27, 2009**.

Trade Date(s) (List Chronologically)			Number of Notes Sold	Sales Price Per \$1,000 Face Value Note	Total Sales Price*
M	M	D D Y Y			
				\$	
				\$	
				\$	
				\$	
				\$	

* Excluding commissions, transfer taxes or other fees and excluding the amount, if any, of accrued interest received.

C. UNSOLD HOLDINGS: State the total face value of 6.875% Notes owned by the Claimant as of the close of trading on **April 27, 2009**. If none, write "zero" or "0". **Be sure to attach the required documentation.**

IF YOU NEED ADDITIONAL SPACE FOR YOUR TRANSACTIONS IN THIS SECURITY PLEASE PHOTOCOPY THIS PAGE. ON THE COPY, WRITE YOUR NAME HERE AND CHECK THIS BOX

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SCHEDULE OF TRANSACTIONS IN 7.75% SUBORDINATED NOTES (CUSIP: 59023VAA8) ("7.75% NOTES")

A. PURCHASES: (i) List all purchases of 7.75% Notes made by the Claimant through and including **January 15, 2009**. (NOTE: If the Claimant acquired 7.75% Notes during this period other than by an open market purchase, please provide a complete description of the terms of the acquisition on a separate page.) **Be sure to attach the required documentation.**

Trade Date(s) (List Chronologically)			Number of Notes Purchased	Purchase Price Per \$1,000 Face Value Note	Total Purchase Price*
M	M	D D Y Y			
				\$	\$
				\$	\$
				\$	\$
				\$	\$
				\$	\$

* Excluding commissions, transfer taxes or other fees and excluding the amount, if any, of accrued interest paid.

(ii) State the total number of 7.75% Notes the Claimant purchased during the period **between January 16, 2009** through and including **April 27, 2009**. If none, write "zero" or "0." (NOTE: These purchases, which are not in the Class Period, are not included in the calculation of Recognized Loss or Gain Amounts.)

B. SALES: List all sales of 7.75% Notes made by the Claimant through and including **April 27, 2009**.

Trade Date(s) (List Chronologically)			Number of Notes Sold	Sales Price Per \$1,000 Face Value Note	Total Sales Price*
M	M	D D Y Y			
				\$	\$
				\$	\$
				\$	\$
				\$	\$
				\$	\$

* Excluding commissions, transfer taxes or other fees and excluding the amount, if any, of accrued interest received.

C. UNSOLD HOLDINGS: State the total face value of 7.75% Notes owned by the Claimant as of the close of trading on **April 27, 2009**. If none, write "zero" or "0". **Be sure to attach the required documentation.**

IF YOU NEED ADDITIONAL SPACE FOR YOUR TRANSACTIONS IN THIS SECURITY PLEASE PHOTOCOPY THIS PAGE. ON THE COPY, WRITE YOUR NAME HERE AND CHECK THIS BOX

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YOU MUST READ THE FOLLOWING RELEASE AND SIGN ON PAGE 16.

RELEASE OF CLAIMS

I (we) understand and acknowledge that without further action by anyone, upon the Effective Date of the Settlement, each Class Member (including but not limited to any Class Member who is a party to any other action, arbitration or other proceeding who is asserting any Released Claims against any of the Defendants or other Released Parties that are pending on the Effective Date), on behalf of themselves, their heirs, joint tenants, tenants in common, beneficiaries, executors and administrators, predecessors, successors and assigns, shall be deemed to have, and by operation of law and of the judgment shall have, fully, finally, and forever released, dismissed and forever discharged the Released Claims against each and all of the Released Parties, with prejudice and on the merits, without costs to any party, and whether or not a Proof of Claim and Release is executed and delivered by, or on behalf of, such Class Member.

SIGNATURE AND CERTIFICATIONS

By signing and submitting this Proof of Claim and Release, the Claimant(s) or the person(s) who represents the Claimant(s) certifies, as follows:

1. that the Claimant(s) is a (are) Class Member(s), as defined in the Notice;
2. that I (we) have read and understand the contents of the Notice and the Proof of Claim;
3. that I (we) are not acting for any of the Defendants, nor am I (are we) such a Defendant or otherwise excluded from the Bond Class;
4. that I (we) have not filed a request for exclusion from the Bond Class and that I (we) do not know of any request for exclusion from the Bond Class filed on my (our) behalf with respect to my (our) transactions in Bond Class Securities;
5. that I (we) own(ed) the Bond Class Securities identified in the Proof of Claim, or that, in signing and submitting this Proof of Claim, I (we) have the authority to act on behalf of the owner(s) thereof;
6. that Claimant(s) may be entitled to receive a distribution from the Net Settlement Fund;
7. that Claimant(s) desires (desire) to participate in the settlement described in the Notice and agrees (agree) to the terms and conditions thereof;
8. that I (we) submit to the jurisdiction of the United States District Court for the Southern District of New York for purposes of investigation and discovery under the Federal Rules of Civil Procedure with respect to this Proof of Claim;
9. that I (we) agree to furnish such additional information with respect to this Proof of Claim as the parties or the Court may require;
10. that I (we) waive trial by jury, to the extent it exists, and agree to the Court's summary disposition of the determination of the validity or amount of the claim made by this Proof of Claim; and
11. that I (we) certify that I am (we are) not subject to backup withholding under the provisions of Section 3406(a)(1) (c) of the Internal Revenue Code.

NOTE: If you have been notified by the Internal Revenue Service that you are subject to backup withholding, please strike the language that you are not subject to backup withholding in the certification above. The Internal Revenue Service does not require your consent to any provision other than the certification required to avoid backup withholding.



I (We) declare, under penalty of perjury under the laws of the United States of America, that the statements made and answers given in this Proof of Claim are true and correct and that the documents submitted herewith are true and genuine.

Signature of Claimant

Date

M	M	/	D	D	/	Y	Y	Y	Y

Print Name of Claimant

First Name

Last Name

Signature of Joint Claimant, if any

Date

M	M	/	D	D	/	Y	Y	Y	Y

Print Name of Joint Claimant

First Name

Last Name

If Claimant is other than an individual, or is not the person completing this form, the following also must be provided:

Signature of Person Completing Form

Date

M	M	/	D	D	/	Y	Y	Y	Y

Print Name of Person Completing Form

First Name

Last Name

Capacity of Person Signing (Executor, President, Trustee, etc.)

REMINDER CHECKLIST

1. Please sign the Certification Section of the Proof of Claim and Release form.
2. If this Claim is being made on behalf of Joint Claimants, then both must sign.
3. Please remember to attach supporting documents.
4. **DO NOT SEND ORIGINALS OF ANY SUPPORTING DOCUMENTS.**
5. Keep a copy of your Proof of Claim and Release form and all documentation submitted for your records.
6. The Claims Administrator will acknowledge receipt of your Proof of Claim and Release by mail, within 60 days. Your claim is not deemed filed until you receive an acknowledgment postcard. If you do not receive an acknowledgment postcard within 60 days, please call the Claims Administrator toll free at 1-877-441-2792.
7. If you move, please send your new address to: **Merrill Bond Action, c/o Analytics, Incorporated, Claims Administrator, P.O. Box 2010, Chanhassen, MN 55317-2010.**
8. **Do not use highlighter on the Proof of Claim and Release form or supporting documentation.**

THIS PROOF OF CLAIM MUST BE POSTMARKED NO LATER THAN JANUARY 4, 2010.

ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME.

THANK YOU FOR YOUR PATIENCE.

